

**Exhibit E3**



Dion W. Hayes  
804.775.1144

One James Center  
901 East Cary Street  
Richmond, VA 23219-4030

May 18, 2009

REMITTANCE COPY  
PLEASE RETURN WITH PAYMENT  
DIRECT ACCOUNTING INQUIRIES TO (804) 775-1601 or (800) 775-2202

INVOICE NO. 91141974

Circuit City Stores, Inc.  
9954 Mayland Drive  
Richmond, VA 23233

TAX ID NO. 54-0505857

JOINT GROUP #2055557

Balance Forward from Prior Invoices: \$172,030.44  
(IF BALANCE FORWARD PREVIOUSLY PAID, PLEASE DISREGARD)

Current Invoice:		
Current Fees:	\$215,237.00	
Current Disbursements:	<u>\$8,056.56</u>	
Current Invoice Total:		<u>\$223,293.56</u>

Total Balance Due:		<u><u>\$395,324.00</u></u>
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PLEASE REMIT PAYMENT TO THE FOLLOWING ADDRESS:

McGuireWoods LLP  
Attn: Accounts Receivable  
901 E. Cary Street  
Richmond, VA 23219-4030

PAYMENT IN FULL IS DUE UPON PRESENTATION



Dion W. Hayes  
804.775.1144

One James Center  
901 East Cary Street  
Richmond, VA 23219-4030

May 18, 2009

Circuit City Stores, Inc.  
9954 Mayland Drive  
Richmond, VA 23233

Bill Through: 04/30/09

INVOICE NO. 91141974

TAX ID NO. 54-0505857

FOR PROFESSIONAL SERVICES RENDERED AND EXPENSES INCURRED:

Re: General Case Administration

Our File No.	2055557-0010
Circuit City Contact	Daniel W. Ramsey
McGuireWoods Contact	Douglas M. Foley

04/01/09	Analyze and distribute correspondence (1.1); analyze orders and e-mails regarding service (.2); analyze and revise case calendar (.5); multiple calls and e-mails to and from various parties (.9); e-mails regarding fixtures (.3) Sarah B. Boehm 3.00 hours at 450.00 per hour.	\$1,350.00
04/01/09	Multiple telephone calls and e-mails with creditors and parties in interest regarding bankruptcy case and related issues and review and analyze issues regarding same Daniel F. Blanks 2.10 hours at 375.00 per hour.	\$787.50
04/01/09	Monitor calls from hot line and revise log for hot line calls Frances C. Smith .90 hours at 215.00 per hour.	\$193.50

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04/01/09	Research court transcript requirements (.7); e-mail transcript requirements to S. Boehm (.2); e-mail to and from court reporter (.3); work on case calendar (2.2); research bankruptcy, district and appeal court dockets (1.7) Karen B. Cain 5.10 hours at 195.00 per hour.	\$994.50
04/02/09	Finalize and file affidavits of service and e-mails with KCC regarding same (.3); analyze and revise case calendar and e-mails regarding same (.3); multiple calls to and from various parties (1.3); analyze correspondence (.4) Sarah B. Boehm 2.30 hours at 450.00 per hour.	\$1,035.00
04/02/09	Multiple telephone calls and e-mails with creditors and parties in interest regarding bankruptcy cases and related issues and review and analyze multiple documents, pleadings and other items regarding same Daniel F. Blanks 4.10 hours at 375.00 per hour.	\$1,537.50
04/02/09	Monitor calls from hot line and revise log for hot line calls Frances C. Smith 1.40 hours at 215.00 per hour.	\$301.00
04/02/09	Review suggestions of bankruptcy and prepare tracking chart Linda J. Neilson 1.40 hours at 185.00 per hour.	\$259.00
04/02/09	Work on case calendar updates and revisions Karen B. Cain 2.10 hours at 195.00 per hour.	\$409.50
04/03/09	Analyze orders and e-mails regarding service of same (.2); multiple calls to and from various parties (.7); analyze and distribute correspondence and pleadings (.6); analyze pleadings and related matters for upcoming hearing and various deadlines regarding same (.6) Sarah B. Boehm 2.10 hours at 450.00 per hour.	\$945.00
04/03/09	Multiple telephone conferences and e-mails with creditors and parties in interest regarding bankruptcy cases and related issues and review and analyze documents, pleadings and other material regarding same Daniel F. Blanks 1.90 hours at 375.00 per hour.	\$712.50

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04/03/09	Prepare original proof of claim for claims agent processing (.3); e-mail to notice and claims agent regarding receipt of original documents (.2); work on appeal calendar (1.1) Karen B. Cain 1.60 hours at 195.00 per hour.	\$312.00
04/06/09	E-mails regarding entry and service of various orders (.3); multiple calls to and from various parties (1.6); analyze correspondence and e-mails regarding same (.8) Sarah B. Boehm 2.70 hours at 450.00 per hour.	\$1,215.00
04/06/09	Multiple telephone calls and e-mails with creditors and parties in interest regarding bankruptcy case and related issues and review and analyze issues and documents regarding same Daniel F. Blanks 1.90 hours at 375.00 per hour.	\$712.50
04/06/09	Monitor calls from hot line and revise log for hot line calls Frances C. Smith 2.10 hours at 215.00 per hour.	\$451.50
04/07/09	Draft correspondence regarding restitution payment received (.2); analyze agenda and e-mails regarding status of various matters (.3); multiple calls to and from various parties (1.1) Sarah B. Boehm 1.60 hours at 450.00 per hour.	\$720.00
04/07/09	Multiple telephone conferences and e-mails with parties in interest and creditors regarding bankruptcy case and related issues and review and analyze multiple issues, documents and pleadings regarding same Daniel F. Blanks 1.50 hours at 375.00 per hour.	\$562.50
04/07/09	Monitor calls from hot line and revise log for hot line calls (3.2); return hot line calls (1.7) Frances C. Smith 4.90 hours at 215.00 per hour.	\$1,053.50
04/07/09	Review and revise hearing agenda for 4/14/09 (.6); correspondence regarding same (.2) Linda J. Neilson .80 hours at 185.00 per hour.	\$148.00
04/08/09	Review, revise and update agenda for April 14th hearings and telephone calls and e-mails with client, opposing counsel and co-counsel regarding same Douglas M. Foley 1.60 hours at 550.00 per hour.	\$880.00

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04/08/09	Analyze status of various matters and related deadlines and review agenda regarding same (.4); multiple calls to and from various parties (.7); analyze and distribute correspondence (.6) Sarah B. Boehm 1.70 hours at 450.00 per hour.	\$765.00
04/08/09	Multiple telephone conferences and e-mails with parties in interest and creditors regarding bankruptcy cases and related issues and review and analyze multiple issues regarding same Daniel F. Blanks 2.10 hours at 375.00 per hour.	\$787.50
04/08/09	Monitor calls from hot line and revise log for hot line calls (1.1); return hot line calls (1.2) Frances C. Smith 2.30 hours at 215.00 per hour.	\$494.50
04/08/09	Prepare documents for 4/24/09 hearing (1.1); correspondence regarding same (.2) Linda J. Neilson 1.30 hours at 185.00 per hour.	\$240.50
04/09/09	Finalize and file multiple affidavits of service (.3); multiple calls to and from various parties (.7); analyze pleadings and multiple e-mails regarding status of various matters and revise agenda regarding same (.6); analyze and distribute correspondence (.3) Sarah B. Boehm 1.90 hours at 450.00 per hour.	\$855.00
04/09/09	Multiple telephone conferences and e-mails with creditors, former employees and parties in interest regarding bankruptcy case and related issues (2.4); review and revise proposed hearing agenda for April 14th omnibus hearing and e-mails with debtors' professionals regarding same (.8) Daniel F. Blanks 3.20 hours at 375.00 per hour.	\$1,200.00
04/09/09	Monitor calls from hot line and revise log for hot line calls (1.7); return hot line calls (.6) Frances C. Smith 2.30 hours at 215.00 per hour.	\$494.50
04/09/09	Review and revise agenda for 4/14/09 hearing Linda J. Neilson .70 hours at 185.00 per hour.	\$129.50
04/10/09	Review and finalize agenda for filing and analyze outstanding status of unresolved matters Douglas M. Foley .90 hours at 550.00 per hour.	\$495.00

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04/10/09	Analyze and revise agenda and multiple e-mails regarding same (.2); multiple calls to and from various parties (.4) Sarah B. Boehm .60 hours at 450.00 per hour.	\$270.00
04/10/09	Multiple telephone conferences and e-mails with creditors and parties in interest regarding bankruptcy case and other related issues and review and analyze multiple issues, documents, pleadings and other material regarding same (2.1); update and revise hearing agenda and file same (1.1) Daniel F. Blanks 3.30 hours at 375.00 per hour.	\$1,237.50
04/10/09	Monitor calls from hot line and revise log for hot line calls (1.1); return hot line calls (.7) Frances C. Smith 1.80 hours at 215.00 per hour.	\$387.00
04/10/09	Prepare 4/14/09 hearing agenda for filing (1.9); correspondence regarding same (.9); prepare documents for hearing (.8) Linda J. Neilson 3.60 hours at 185.00 per hour.	\$666.00
04/12/09	Continue review of pleadings for matters on 4/14 omnibus hearing Douglas M. Foley .90 hours at 550.00 per hour.	\$495.00
04/13/09	Review and analyze agenda and continued preparation for hearings on 4/14 matters and e-mails with opposing counsel and debtors' professionals and client regarding same Douglas M. Foley 4.90 hours at 550.00 per hour.	\$2,695.00
04/13/09	Analyze pleadings and multiple e-mails and calls regarding status of various matters (.5); multiple calls to and from various parties (.6); analyze and distribute correspondence (.4); prepare for omnibus hearing (.8) Sarah B. Boehm 2.30 hours at 450.00 per hour.	\$1,035.00
04/13/09	Multiple telephone calls and e-mails with creditors and parties in interest regarding bankruptcy cases and related issues and review and analyze pleadings, notices, proposed orders and other documentation (1.9); prepare for and participate in multiple telephone calls and e-mails with parties regarding April 14th omnibus hearing and related issues (3.1) Daniel F. Blanks 5.00 hours at 375.00 per hour.	\$1,875.00

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04/13/09	Monitor calls from hot line and revise log for hot line calls (.6); return hot line calls (.7) Frances C. Smith 1.30 hours at 215.00 per hour.	\$279.50
04/13/09	Research bankruptcy court docket (1.2); chart comparison with agenda (.7); update administrative expense claim chart (.7); work on professionals' omnibus hearing binders (1.6) Karen B. Cain 4.20 hours at 195.00 per hour.	\$819.00
04/14/09	Prepare for and participate in omnibus hearing for matters scheduled for 4/14 agenda and numerous conferences and e-mails with client, co-counsel and creditors counsel regarding same and various resolutions and orders regarding same Douglas M. Foley 4.60 hours at 550.00 per hour.	\$2,530.00
04/14/09	Prepare for and participate in omnibus hearing and multiple conference with client and debtors' professionals regarding same (3.4); revise, finalize and submit orders for all agenda items and multiple calls and e-mails regarding same (1.6); multiple calls to and from various parties (.3) Sarah B. Boehm 5.30 hours at 450.00 per hour.	\$2,385.00
04/14/09	Prepare for and participate in April 14, 2009 omnibus hearing and prepare and revise multiple orders, notices, charts and other documentation regarding same and draft, revise and submit orders and other documentation regarding same (5.5); multiple telephone conferences and e-mails with creditors and parties in interest regarding bankruptcy cases and related issues and review and analyze multiple issues and documents regarding same (2.6) Daniel F. Blanks 8.10 hours at 375.00 per hour.	\$3,037.50
04/14/09	Review docket and prepare chart for 4/28/09 hearing items Linda J. Neilson 1.00 hours at 185.00 per hour.	\$185.00
04/14/09	Prepare documents and exhibits for omnibus hearing (2.7); work on administrative expense chart (1.2) Karen B. Cain 3.90 hours at 195.00 per hour.	\$760.50



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04/15/09	Analyze pleadings regarding upcoming omnibus objection and revise chart regarding same (.3); multiple calls to and from various parties (1.1); analyze and distribute correspondence (.4); e-mails regarding orders (.2)		
	Sarah B. Boehm 2.00 hours at 450.00 per hour.		\$900.00
04/15/09	Multiple telephone conferences and e-mails with creditors and parties in interest regarding bankruptcy cases and related issues and review and analyze documents, pleadings, issues and other items regarding same (2.8); telephone conferences with debtors' professionals and in-house counsel regarding certain transition issues with final days of certain executives and in-house counsel (.7)		
	Daniel F. Blanks 3.50 hours at 375.00 per hour.		\$1,312.50
04/15/09	Monitor calls from hot line and revise log for hot line calls (1.2); return hot line calls (.9)		
	Frances C. Smith 2.10 hours at 215.00 per hour.		\$451.50
04/15/09	Review and revise 4/28/08 hearing chart (1.3); prepare documents for hearing (.8)		
	Linda J. Neilson 2.10 hours at 185.00 per hour.		\$388.50
04/15/09	Work on administrative expense claim chart (.7); work on case calendar (.6); work on appeal calendar (.9)		
	Karen B. Cain 2.20 hours at 195.00 per hour.		\$429.00
04/16/09	File change of address for Kirkland and e-mails regarding same (.2); multiple calls and e-mails regarding entry of orders (.4); finalize and file affidavit of service and e-mails regarding same (.2); e-mails regarding transcripts (.2); multiple calls to and from various parties (.6); analyze and distribute correspondence (.4)		
	Sarah B. Boehm 2.00 hours at 450.00 per hour.		\$900.00
04/16/09	Multiple telephone conferences and e-mails with creditors, debtors' professionals and parties in interest regarding bankruptcy cases and related issues and analyze issues, pleadings, notices and other items regarding same (2.3); e-mails with debtors' professionals regarding IP asset sales and notices regarding same (.6)		
	Daniel F. Blanks 2.90 hours at 375.00 per hour.		\$1,087.50

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04/16/09	Order April 14th transcript for omnibus hearing Karen B. Cain .20 hours at 195.00 per hour.	\$39.00
04/17/09	Multiple e-mails regarding service of entered orders (.4); multiple calls to and from various parties (.7); analyze and distribute correspondence (.4); multiple calls and e-mails regarding status of various matters (.6) Sarah B. Boehm 2.10 hours at 450.00 per hour.	\$945.00
04/17/09	Multiple telephone conferences and e-mails with parties regarding bankruptcy case and related issues Daniel F. Blanks .70 hours at 375.00 per hour.	\$262.50
04/20/09	Correspondence and telephone calls with chambers and clerk's office regarding proposed orders and related issues (.7); multiple telephone conferences and e-mails with parties in interest regarding bankruptcy case and related issues and review and analyze pleadings, documents, notices and other materials regarding same (2.3); e-mails with debtors' professionals regarding omnibus hearing date procedures and other items and strategies regarding same (.4) Daniel F. Blanks 3.40 hours at 375.00 per hour.	\$1,275.00
04/21/09	Review and revised agenda for matters on for 4/28 hearing date Douglas M. Foley .40 hours at 550.00 per hour.	\$220.00
04/21/09	Multiple calls to and from various parties (.4); analyze correspondence (.3) Sarah B. Boehm .70 hours at 450.00 per hour.	\$315.00
04/21/09	Multiple telephone conferences and e-mails with parties in interest regarding bankruptcy case and review and analyze documents, pleadings and other material regarding same Daniel F. Blanks 2.20 hours at 375.00 per hour.	\$825.00
04/21/09	Work on omnibus agenda (.9); analysis of chart of creditor calls (.7); return hot line calls (1.1) Karen B. Cain 2.70 hours at 195.00 per hour.	\$526.50
04/22/09	Review and revised agenda for matters on 4/28 omnibus hearing and e-mails with debtors' professionals regarding same Douglas M. Foley .40 hours at 550.00 per hour.	\$220.00

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04/22/09	Multiple telephone conferences and e-mails with creditors and parties in interest regarding bankruptcy cases and related issues and review and analyze cases, pleadings and other documents regarding same Daniel F. Blanks 2.10 hours at 375.00 per hour.	\$787.50
04/23/09	Review and revise agenda for 4/28 matters and status of same and continue review of pleadings regarding same Douglas M. Foley .80 hours at 550.00 per hour.	\$440.00
04/23/09	Monitor calls from hot line and revise log for hot line calls (5.1); return hot line calls (1.1) Frances C. Smith 6.20 hours at 215.00 per hour.	\$1,333.00
04/23/09	Analysis of omnibus hearing agenda (1.2); prepare omnibus agenda revisions (.8); review and analysis of creditor hot line telephone calls (1.7) Karen B. Cain 3.70 hours at 195.00 per hour.	\$721.50
04/24/09	Review and finalize agenda for filing for matters to be heard on 4/28 docket and e-mails and telephone call with debtors' professionals and opposing counsel regarding same Douglas M. Foley 1.60 hours at 550.00 per hour.	\$880.00
04/24/09	Multiple telephone conferences with parties in interest regarding bankruptcy cases and related issues and review and analyze issues, documents, pleadings and other material regarding same (1.9); draft, revise, and file proposed hearing agenda for April 28, 2009 and multiple telephone conferences and e-mails with debtors' professionals regarding same and review docket and pleadings regarding same (1.2) Daniel F. Blanks 3.10 hours at 375.00 per hour.	\$1,162.50
04/24/09	Monitor calls from hot line and revise log for hot line calls Frances C. Smith .60 hours at 215.00 per hour.	\$129.00
04/24/09	Work on omnibus hearing agenda Karen B. Cain 2.30 hours at 195.00 per hour.	\$448.50

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04/26/09	E-mails and telephone calls with debtors' professionals and parties in interest regarding bankruptcy case and related issues Daniel F. Blanks .60 hours at 375.00 per hour.	\$225.00
04/27/09	Review and analyze pleadings and prepare for matters for hearing on 4/28 hearing and e-mails and telephone conferences with client, debtors' professionals and creditors counsel regarding same Douglas M. Foley 3.90 hours at 550.00 per hour.	\$2,145.00
04/27/09	Prepare for April 28, 2009 omnibus hearing and review and analyze multiple documents, pleadings, orders, notices and other material regarding same and prepare orders, notices and pleadings regarding same Daniel F. Blanks 3.10 hours at 375.00 per hour.	\$1,162.50
04/27/09	Prepare chart of items set for 5/13/09 hearing Linda J. Neilson 1.10 hours at 185.00 per hour.	\$203.50
04/27/09	Prepare hearing binders for professionals (1.7); research agenda issues (.9); conference with D. Foley and B. Stark regarding appeals issues (.6) Karen B. Cain 3.20 hours at 195.00 per hour.	\$624.00
04/28/09	Prepare for and attended 4/28 omni hearing and e-mails and telephone conferences with opposing counsel, debtors' professionals and client regarding same Douglas M. Foley 2.90 hours at 550.00 per hour.	\$1,595.00
04/28/09	Prepare for and attend April 28, 2009 omnibus hearing and draft, revise and submit orders regarding same and correspondence with clerk's office and chambers regarding same (6.1); multiple e-mails and telephone conferences with parties in interest regarding bankruptcy cases and related issues (1.8) Daniel F. Blanks 7.90 hours at 375.00 per hour.	\$2,962.50
04/28/09	Monitor calls from hot line and revise log for hot line calls (.9); return hot line calls (.2) Frances C. Smith 1.10 hours at 215.00 per hour.	\$236.50

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04/28/09 Teleconference with Anna Marie regarding powerbrief database and distribution of garnishments, subpoenas, etc. (.5); review and download documents (.5)  
Linda J. Neilson 1.00 hours at 185.00 per hour. \$185.00

04/28/09 Prepare for omnibus hearing (1.9); research district court and fourth circuit dockets regarding pending appeals (1.2); prepare breakdown of multiple appeals for status (2.3)  
Karen B. Cain 5.40 hours at 195.00 per hour. \$1,053.00

04/29/09 Finalize orders regarding April 28, 2009 omnibus hearing and telephone conferences and e-mails with clerk's office regarding same (.8); multiple telephone conferences and e-mails with debtors' professionals and parties in interest regarding bankruptcy cases and related issues (1.4)  
Daniel F. Blanks 2.20 hours at 375.00 per hour. \$825.00

04/30/09 Multiple letters regarding subpoenas, witnesses, status of case, new suits and other items and review documents regarding same and update charts regarding same (1.7); review and revise affidavits of service (.5); e-mails and telephone conferences with debtors' professionals and KCC regarding service of orders (.9); multiple telephone conferences and e-mails with creditors and parties in interest regarding bankruptcy cases and related issues and review and analyze documents, pleadings and other material regarding same (1.2)  
Daniel F. Blanks 4.30 hours at 375.00 per hour. \$1,612.50

04/30/09 Retrieve and review documents from powerbrief (.5); prepare responding correspondence (.5); discussions regarding same (.4)  
Linda J. Neilson 1.40 hours at 185.00 per hour. \$259.00

04/30/09 Research electronic documents (.7); prepare appeal binder for district court (1.1); conference with debtors' professionals regarding same (.1); confirm district court rules on stipulation and consent order (.3); conference with debtors' professionals regarding same (.1)  
Karen B. Cain 2.30 hours at 195.00 per hour. \$448.50

<u>Timekeeper</u>	<u>Rate/HR</u>	<u>Hours</u>	<u>Fees</u>
Douglas M. Foley	\$550.00	22.9	\$12,595.00
Sarah B. Boehm	\$450.00	30.3	\$13,635.00

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Daniel F. Blanks	\$375.00	69.2	\$25,950.00
Frances C. Smith	\$215.00	27.0	\$5,805.00
Karen B. Cain	\$195.00	38.9	\$7,585.50
Linda J. Neilson	\$185.00	14.4	\$2,664.00
TOTAL FEES		202.7	\$68,234.50

Re: Restructuring and General Strategy

Our File No. 2055557-0020  
Circuit City Contact Daniel W. Ramsey  
McGuireWoods Contact Douglas M. Foley

04/01/09 Prepare for and participate in meetings and conferences with in-house legal and business people regarding strategies regarding claims, litigation, documentation retention, and other issues and review and analyze documents, pleadings, and other material regarding same  
Daniel F. Blanks 4.50 hours at 375.00 per hour. \$1,687.50

04/20/09 Prepare for and participate in telephone conference with in-house counsel regarding transition issues, pending litigation, strategies and other issues and review material regarding same  
Daniel F. Blanks .90 hours at 375.00 per hour. \$337.50

Timekeeper	Rate/HR	Hours	Fees
Daniel F. Blanks	\$375.00	5.4	\$2,025.00
TOTAL FEES		5.4	\$2,025.00

Re: Communications Matters

Our File No. 2055557-0030  
Circuit City Contact Daniel W. Ramsey  
McGuireWoods Contact Douglas M. Foley

04/23/09 Telephone conference and e-mails with AP reporter and client regarding new media contact person for Circuit City and follow-up regarding same  
Douglas M. Foley .30 hours at 550.00 per hour. \$165.00

Timekeeper	Rate/HR	Hours	Fees
Douglas M. Foley	\$550.00	0.3	\$165.00
TOTAL FEES		0.3	\$165.00

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Re: Corporate Governance

Our File No. 2055557-0040  
Circuit City Contact Daniel W. Ramsey  
McGuireWoods Contact Douglas M. Foley

04/01/09 E-mails regarding D&O insurance and claim  
issues and reimbursement obligations and  
analyze issues regarding same  
Douglas M. Foley .30 hours at 550.00 per hour. \$165.00

<u>Timekeeper</u>	<u>Rate/HR</u>	<u>Hours</u>	<u>Fees</u>
Douglas M. Foley	\$550.00	0.3	\$165.00
TOTAL FEES		0.3	\$165.00

Re: Monthly Operating Reports

Our File No. 2055557-0060  
Circuit City Contact Daniel W. Ramsey  
McGuireWoods Contact Douglas M. Foley

04/13/09 Review and file monthly operating reports  
Daniel F. Blanks .50 hours at 375.00 per hour. \$187.50

<u>Timekeeper</u>	<u>Rate/HR</u>	<u>Hours</u>	<u>Fees</u>
Daniel F. Blanks	\$375.00	0.5	\$187.50
TOTAL FEES		0.5	\$187.50

Re: Professional Retention/Fee Applications

Our File No. 2055557-0070  
Circuit City Contact Daniel W. Ramsey  
McGuireWoods Contact Douglas M. Foley

04/05/09 Analyze UST issues to McGuireWoods fee  
application  
Douglas M. Foley .30 hours at 550.00 per hour. \$165.00

04/06/09 Analyze issues relating to UST analysis of fee  
applications and potential objections and  
evaluation of resolution of same and e-mails  
with UST and debtors' professionals regarding  
same  
Douglas M. Foley .70 hours at 550.00 per hour. \$385.00

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04/06/09	E-mails with various professionals regarding first interim fee application hearing Sarah B. Boehm .30 hours at 450.00 per hour.	\$135.00
04/06/09	Review Ernst & Young supplemental application and e-mails with in-house tax department regarding same Daniel F. Blanks .50 hours at 375.00 per hour.	\$187.50
04/07/09	Draft notice of application to employ Groom and analyze and revise retention pleadings (.3); e-mails with professionals regarding first interim fee application objection period and hearing (.2) Sarah B. Boehm .50 hours at 450.00 per hour.	\$225.00
04/08/09	E-mails with debtors' professionals regarding informal objections and first interim fee application hearing Sarah B. Boehm .30 hours at 450.00 per hour.	\$135.00
04/09/09	Analyze and revise monthly fee statement and e-mails regarding same (1.3); e-mails with debtors' professionals regarding informal objections (.2) Sarah B. Boehm 1.50 hours at 450.00 per hour.	\$675.00
04/10/09	E-mails regarding finalization of orders for fee applications and presentation of same Douglas M. Foley .30 hours at 550.00 per hour.	\$165.00
04/13/09	Multiple calls and e-mails with professionals regarding status of informal objections and hearing on first interim fee applications (.4); review application and e-mails regarding Streambank retention regarding IP sale (.3); analyze first interim fee applications and draft and revise chart regarding same (.8) Sarah B. Boehm 1.50 hours at 450.00 per hour.	\$675.00
04/14/09	E-mails with various professionals regarding first interim fee application hearing and orders (.3); analyze monthly fee statement and e-mails regarding same (.4) Sarah B. Boehm .70 hours at 450.00 per hour.	\$315.00
04/15/09	Draft correspondence and finalize and distribute monthly fee statement Sarah B. Boehm .40 hours at 450.00 per hour.	\$180.00



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04/16/09 E-mails regarding DJM agreement and consent  
order  
Sarah B. Boehm .10 hours at 450.00 per hour. \$45.00

04/17/09 Review entered orders regarding fee  
applications and multiple e-mails regarding  
same (.4); draft seal and notice regarding  
Streambank and multiple calls and e-mails  
regarding same (.6); multiple calls and e-mails  
regarding retention documents under seal (.3)  
Sarah B. Boehm 1.30 hours at 450.00 per hour. \$585.00

04/17/09 Draft, revise and file motion to retain  
Streambank and draft, revise, and file motion  
to seal regarding same and e-mails with  
debtors' professionals regarding same  
Daniel F. Blanks 2.10 hours at 375.00 per hour. \$787.50

04/20/09 Analyze issues and e-mails regarding retention  
document under seal  
Sarah B. Boehm .30 hours at 450.00 per hour. \$135.00

<u>Timekeeper</u>	<u>Rate/HR</u>	<u>Hours</u>	<u>Fees</u>
Douglas M. Foley	\$550.00	1.3	\$715.00
Sarah B. Boehm	\$450.00	6.9	\$3,105.00
Daniel F. Blanks	\$375.00	2.6	\$975.00
TOTAL FEES		10.8	\$4,795.00

Re: Automatic Stay  
Our File No. 2055557-0090  
Circuit City Contact Daniel W. Ramsey  
McGuireWoods Contact Douglas M. Foley

04/02/09 Draft and file multiple suggestions in  
bankruptcy and related correspondence and  
violations of automatic stay and multiple  
telephone calls and e-mails with parties  
regarding same  
Daniel F. Blanks 2.70 hours at 375.00 per hour. \$1,012.50

04/03/09 Review material regarding Tom Tom's motion and  
multiple e-mails with debtors' professionals  
regarding same  
Daniel F. Blanks .50 hours at 375.00 per hour. \$187.50

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04/06/09	Analyze issues regarding responses due to various lift stay motions (.4); analyze pleadings, draft and revise objections to multiple lift stay motions (2.3) Sarah B. Boehm 2.70 hours at 450.00 per hour.	\$1,215.00
04/06/09	Draft and revise objections to motions for relief from stay and related issues and e-mails and telephone conferences with debtors' professionals regarding same Daniel F. Blanks .90 hours at 375.00 per hour.	\$337.50
04/07/09	Revise, finalize and file multiple objections to motions for relief from stay and multiple calls and e-mails regarding same Sarah B. Boehm 1.80 hours at 450.00 per hour.	\$810.00
04/07/09	Correspondence and pleadings regarding violations of the automatic stay and review lawsuits and other documents regarding same (.9); draft and revise orders regarding consent to relief from stay and multiple telephone conferences and e-mails with counsel for movants regarding same (.8); draft, revise and file objections to relief from stay filed by multiple movants filing motions for relief from stay and review and analyze multiple issues regarding same (1.5) Daniel F. Blanks 3.20 hours at 375.00 per hour.	\$1,200.00
04/08/09	E-mails and telephone conferences with parties who filed motions for relief from stay and related relief and resolutions of same (.9); draft suggestions in bankruptcy and related correspondence regarding bankruptcy and possible violations (.7) Daniel F. Blanks 1.60 hours at 375.00 per hour.	\$600.00
04/09/09	Analyze and revise consent orders regarding lifting automatic stay and multiple e-mails regarding same Sarah B. Boehm .20 hours at 450.00 per hour.	\$90.00
04/09/09	Draft and revise consent order resolving motions for relief and e-mails and telephone conferences with debtors' professionals and opposing counsels regarding same Daniel F. Blanks 1.20 hours at 375.00 per hour.	\$450.00

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04/10/09	Analyze issues relating to pending lift stay motions on 4/14 docket and e-mails with debtors' professionals and client regarding same Douglas M. Foley .30 hours at 550.00 per hour.	\$165.00
04/10/09	Analyze and revise status report regarding stayed litigation and e-mails regarding same Sarah B. Boehm .20 hours at 450.00 per hour.	\$90.00
04/10/09	E-mails and telephone conferences with movants regarding motions for relief from stay and relief regarding same and draft consent orders regarding same Daniel F. Blanks 1.50 hours at 375.00 per hour.	\$562.50
04/11/09	E-mail from and to in-house counsel regarding status of lift stay matters and related issues Sarah B. Boehm .20 hours at 450.00 per hour.	\$90.00
04/13/09	Telephone conference and e-mails with opposing counsel regarding lift stay motions pertaining to workers compensation insurance (.3); e-mails regarding third party discovery issues and service of subpoenas (.3) Douglas M. Foley .60 hours at 550.00 per hour.	\$330.00
04/13/09	Continue to review motions for relief from stay and responses and multiple e-mails and telephone conferences with movants and debtors' professionals regarding same and review and analyze multiple pleadings, notices, orders, claims, and other material regarding same and draft orders and negotiations with movants regarding same Daniel F. Blanks 2.50 hours at 375.00 per hour.	\$937.50
04/14/09	E-mails with movants and debtors' professionals regarding motions for relief from stay and other relief and revise consent orders regarding same Daniel F. Blanks 1.30 hours at 375.00 per hour.	\$487.50
04/14/09	Prepare suggestion in bankruptcy and letter to creditor Linda J. Neilson .70 hours at 185.00 per hour.	\$129.50
04/15/09	Prepare suggestion of bankruptcy letter to Attorney General regarding W. Clinton Linda J. Neilson .40 hours at 185.00 per hour.	\$74.00

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04/21/09	Analyze issues regarding automatic stay motions Sarah B. Boehm .30 hours at 450.00 per hour.	\$135.00
04/21/09	Correspondence regarding automatic stay and related issues and telephone conferences with parties regarding same Daniel F. Blanks 1.50 hours at 375.00 per hour.	\$562.50
04/22/09	E-mails with client and debtors' professionals regarding response to class action lift stay motion and review and analyze same and resolution to other pending lift stay motions (.8); e-mails regarding restitution issues with respect to certain payments to debtors' (.3) Douglas M. Foley 1.10 hours at 550.00 per hour.	\$605.00
04/22/09	Analyze issues regarding objection to motion for relief from stay Sarah B. Boehm .20 hours at 450.00 per hour.	\$90.00
04/22/09	Draft and revise response to motion for relief from automatic stay and telephone conference with movants regarding same and research issues regarding same Daniel F. Blanks 2.40 hours at 375.00 per hour.	\$900.00
04/23/09	Draft objection to motion for relief from stay and review and analyze documents, pleadings and other material regarding same (1.2); draft letters regarding violations of the automatic stay and suggestions in bankruptcy regarding same (.9) Daniel F. Blanks 2.10 hours at 375.00 per hour.	\$787.50
04/24/09	Draft and file objection to motion for relief from stay and e-mails and telephone conferences with opposing counsel regarding same Daniel F. Blanks 1.20 hours at 375.00 per hour.	\$450.00
04/27/09	Review form of order and resolution Ada Alecia class action lift stay motion Douglas M. Foley .30 hours at 550.00 per hour.	\$165.00
04/27/09	Draft and revise consent orders denying relief and e-mails and telephone conferences with counsel regarding hearing for April 28, 2009 and related issues Daniel F. Blanks 1.10 hours at 375.00 per hour.	\$412.50

Timekeeper	Rate/HR	Hours	Fees
Douglas M. Foley	\$550.00	2.3	\$1,265.00
Sarah B. Boehm	\$450.00	5.6	\$2,520.00

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Daniel F. Blanks	\$375.00	23.7	\$8,887.50
Linda J. Neilson	\$185.00	1.1	\$203.50
TOTAL FEES		32.7	\$12,876.00

Re: Employment and Compensation

Our File No. 2055557-0120  
Circuit City Contact Daniel W. Ramsey  
McGuireWoods Contact Douglas M. Foley

04/08/09 Review pleadings relating to stipend payments  
to employees relating to terminated benefits  
and e-mails and telephone conferences with  
debtors' professionals and UST regarding same  
Douglas M. Foley .70 hours at 550.00 per hour. \$385.00

Timekeeper	Rate/HR	Hours	Fees
Douglas M. Foley	\$550.00	0.7	\$385.00
TOTAL FEES		0.7	\$385.00

Re: Labor/Retiree Matters

Our File No. 2055557-0130  
Circuit City Contact Daniel W. Ramsey  
McGuireWoods Contact Douglas M. Foley

04/17/09 E-mails with client and opposing counsel  
regarding Department of Labor inquiries  
relating to final paychecks from liquidation  
sales  
Douglas M. Foley .30 hours at 550.00 per hour. \$165.00

04/23/09 E-mails with client and debtors' professionals  
regarding possible Department of Labor  
investigation relating to payroll issues  
Douglas M. Foley .20 hours at 550.00 per hour. \$110.00

Timekeeper	Rate/HR	Hours	Fees
Douglas M. Foley	\$550.00	0.5	\$275.00
TOTAL FEES		0.5	\$275.00

Re: Executory Contracts

Our File No. 2055557-0140  
Circuit City Contact Daniel W. Ramsey  
McGuireWoods Contact Douglas M. Foley

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04/01/09	Analyze issues and multiple e-mails regarding TomTom (.8); analyze issues regarding IKON (.4) Sarah B. Boehm 1.20 hours at 450.00 per hour.	\$540.00
04/02/09	Analyze documents and issues regarding TomTom credits and multiple e-mails with counsel regarding same (.4); e-mails regarding status of PlumChoice stock (.2) Sarah B. Boehm .60 hours at 450.00 per hour.	\$270.00
04/03/09	Analyze issues and e-mails with B. Milenbachs regarding IKON (.3); draft and revise pleadings regarding IKON (.7); analyze documents and e-mails regarding TomTom (.3) Sarah B. Boehm 1.30 hours at 450.00 per hour.	\$585.00
04/07/09	Analyze issues and e-mails regarding status of AT&T matter (.4); analyze issues and e-mails regarding TomTom (.3) Sarah B. Boehm .70 hours at 450.00 per hour.	\$315.00
04/08/09	E-mails with client and opposing counsel regarding rejection date for AT&T contracts and payment of monthly amounts due under contracts Douglas M. Foley .40 hours at 550.00 per hour.	\$220.00
04/09/09	Analyze issues and multiple calls and e-mails regarding AT&T Sarah B. Boehm .40 hours at 450.00 per hour.	\$180.00
04/13/09	Analyze issues and e-mail to in-house counsel regarding rejection of IKON contracts and leases (.2); analyze issues and e-mail to in-house counsel regarding rejection of AT&T contract (.2) Sarah B. Boehm .40 hours at 450.00 per hour.	\$180.00
04/15/09	Analyze issues regarding IKON and AT&T and status of stipulations regarding same Sarah B. Boehm .30 hours at 450.00 per hour.	\$135.00
04/16/09	Analyze open issues regarding rejection of executory contracts and e-mails regarding same Sarah B. Boehm .50 hours at 450.00 per hour.	\$225.00

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04/17/09 E-mails regarding status of rejection of IKON contracts and leases (.3); revise, finalize and file contract rejection motion and multiple calls and e-mails regarding same (.8); analyze issues regarding AT&T (.2)  
Sarah B. Boehm 1.30 hours at 450.00 per hour. \$585.00

04/23/09 E-mails with debtors' professionals, client and opposing counsel regarding rejection date of executory contracts including AT&T contract and resolution of same  
Douglas M. Foley .20 hours at 550.00 per hour. \$110.00

04/23/09 Telephone conference regarding AT&T  
Sarah B. Boehm .20 hours at 450.00 per hour. \$90.00

04/23/09 Review and analyze documents, pleadings and other material regarding rejection of AT&T's contracts and e-mails with in-house counsel and debtors' professionals regarding same  
Daniel F. Blanks 1.40 hours at 375.00 per hour. \$525.00

04/27/09 E-mails and telephone conferences with AT&T regarding rejection of contract and related issues and draft and revise agreed order and stipulation regarding same and review pleadings, orders and contracts regarding same  
Daniel F. Blanks 1.70 hours at 375.00 per hour. \$637.50

04/28/09 Review order and reservation of rights on AT&T contract rejection and e-mails regarding same (.3); e-mails with counsel for Google and postini regarding resolution of issue regarding reconciliation of claims and rejection of executory contracts and withdraw of pending motion from docket (.3)  
Douglas M. Foley .60 hours at 550.00 per hour. \$330.00

04/28/09 Revise consent order rejecting executory contract with AT&T and e-mails with counsel regarding same and multiple e-mails with in-house parties at debtors' regarding recovery and related issues  
Daniel F. Blanks 1.50 hours at 375.00 per hour. \$562.50

Timekeeper	Rate/HR	Hours	Fees
Douglas M. Foley	\$550.00	1.2	\$660.00
Sarah B. Boehm	\$450.00	6.9	\$3,105.00
Daniel F. Blanks	\$375.00	4.6	\$1,725.00
TOTAL FEES		12.7	\$5,490.00

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Re: Litigation

Our File No. 2055557-0150  
Circuit City Contact Daniel W. Ramsey  
McGuireWoods Contact Douglas M. Foley

04/01/09	E-mails regarding strategy and timing of service and responsive pleadings with respect to WARN Act class action complaint and analyze issues regarding same Douglas M. Foley .50 hours at 550.00 per hour.	\$275.00
04/01/09	Analyze Mandragon complaint and service issues and e-mails regarding strategy Sarah B. Boehm .60 hours at 450.00 per hour.	\$270.00
04/02/09	Revise substitution of counsel and review documents from case Jodie Grotins 1.30 hours at 300.00 per hour.	\$390.00
04/03/09	Review pleadings received from Glick and outlined strategy William H. Kiekhofer .50 hours at 600.00 per hour.	\$300.00
04/03/09	Analyze issues and e-mails regarding Mondragon strategy Sarah B. Boehm .20 hours at 450.00 per hour.	\$90.00
04/03/09	Revise substitution of counsel, review judgment and contact PI Jodie Grotins 1.60 hours at 300.00 per hour.	\$480.00
04/06/09	E-mails and telephone conference regarding status of third party discovery subpoenas and acceptance of service regarding same Douglas M. Foley .20 hours at 550.00 per hour.	\$110.00
04/06/09	Multiple calls and e-mails regarding service of subpoena Sarah B. Boehm .30 hours at 450.00 per hour.	\$135.00
04/06/09	E-mails with counsel in California regarding substitution and related issues Daniel F. Blanks .40 hours at 375.00 per hour.	\$150.00
04/08/09	Review of Unical assets and conference on how to file abstract judgment and related documents Jodie Grotins .30 hours at 300.00 per hour.	\$90.00



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04/09/09	Strategy session with J. Grotins concerning enforcement of judgment and review CD of documents concerning judgment Darrel C. Menthe 1.20 hours at 435.00 per hour.	\$522.00
04/09/09	Research regarding writ of execution and debtor's examination Jodie Grotins .60 hours at 300.00 per hour.	\$180.00
04/10/09	Draft status reports for pending litigation and review material regarding same Daniel F. Blanks 1.30 hours at 375.00 per hour.	\$487.50
04/10/09	Draft abstract of judgment and writ of execution Jodie Grotins 2.70 hours at 300.00 per hour.	\$810.00
04/11/09	E-mails regarding service of subpoena Sarah B. Boehm .20 hours at 450.00 per hour.	\$90.00
04/13/09	Telephone call from counsel for Mondragon regarding WARN complaint Sarah B. Boehm .20 hours at 450.00 per hour.	\$90.00
04/13/09	Draft lien judgment lien on personal property and debtor's examination Jodie Grotins 1.50 hours at 300.00 per hour.	\$450.00
04/14/09	Draft documents for collection of judgment Jodie Grotins .60 hours at 300.00 per hour.	\$180.00
04/15/09	Draft notice of levy Jodie Grotins .30 hours at 300.00 per hour.	\$90.00
04/16/09	E-mails regarding Mondragon WARN suit and review docket and procedural issues regarding same (.8); e-mails regarding responses to third party subpoenas and authentication of documents and protocol for same (.4) Douglas M. Foley 1.20 hours at 550.00 per hour.	\$660.00
04/16/09	E-mails regarding Mondragon motion to dismiss and scheduling order Sarah B. Boehm .20 hours at 450.00 per hour.	\$90.00
04/16/09	Draft notice of levy, subpoena for documents and attachment for subpoena Jodie Grotins 1.90 hours at 300.00 per hour.	\$570.00

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04/17/09	E-mails with debtors' professionals regarding briefing schedule on Mondragon WARN claim and draft and revise order regarding same Douglas M. Foley .80 hours at 550.00 per hour.	\$440.00
04/17/09	Draft scheduling order regarding Mondragon adversary proceeding and e-mails with parties regarding same Daniel F. Blanks .70 hours at 375.00 per hour.	\$262.50
04/17/09	Prepare for and participate in telephone conference with in-house lawyers and Risk regarding insurance program and strategies Daniel F. Blanks .80 hours at 375.00 per hour.	\$300.00
04/19/09	Revise form of order on Mondragon class action briefing schedule and e-mails with debtors' professionals regarding same Douglas M. Foley .70 hours at 550.00 per hour.	\$385.00
04/20/09	Review application for debtor's exam, application for writ of execution, proposed subpoena attachment and related documents for judgment enforcement Darrel C. Menthe .50 hours at 435.00 per hour.	\$217.50
04/20/09	File substitution of counsel and revise motions to be filed to collect judgment Jodie Grotins 1.20 hours at 300.00 per hour.	\$360.00
04/21/09	E-mails regarding Mondragon scheduling order and continuance of pretrial conference Douglas M. Foley .30 hours at 550.00 per hour.	\$165.00
04/21/09	Draft consent order regarding Mondragon adversary proceeding and e-mails with debtors' professionals and opposing counsel regarding same Daniel F. Blanks 1.40 hours at 375.00 per hour.	\$525.00
04/21/09	Conference with debtors' professionals concerning enforcement of judgment Darrel C. Menthe .50 hours at 435.00 per hour.	\$217.50
04/21/09	Revise judgment collection documents Jodie Grotins 4.70 hours at 300.00 per hour.	\$1,410.00

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04/23/09 Draft consent order regarding Mondragon  
adversary proceeding and e-mails with debtors'  
professionals regarding stipulation and related  
issues  
Daniel F. Blanks .80 hours at 375.00 per hour. \$300.00

04/23/09 Prepare application of issuance of writ  
Jodie Grotins .90 hours at 300.00 per hour. \$270.00

04/25/09 Review and revised Mondragon motion to dismiss  
and memorandum in support  
Douglas M. Foley .80 hours at 550.00 per hour. \$440.00

04/27/09 Review papers for enforcement of judgment and  
strategy session with debtors' professionals  
Darrel C. Menthe .40 hours at 435.00 per hour. \$174.00

04/27/09 Prepare enforcement of judgment documents for  
filing  
Jodie Grotins .30 hours at 300.00 per hour. \$90.00

04/28/09 Correspondence with parties regarding subpoenas  
and other related items and related issues  
Daniel F. Blanks .70 hours at 375.00 per hour. \$262.50

04/30/09 Review motion and memorandum to dismiss  
Mondragon class action WARN Act complaint and  
e-mails with client and debtors' professionals  
regarding same  
Douglas M. Foley .90 hours at 550.00 per hour. \$495.00

Timekeeper	Rate/HR	Hours	Fees
William H. Kiekhofer	\$600.00	0.5	\$300.00
Douglas M. Foley	\$550.00	5.4	\$2,970.00
Sarah B. Boehm	\$450.00	1.7	\$765.00
Darrel C. Menthe	\$435.00	2.6	\$1,131.00
Daniel F. Blanks	\$375.00	6.1	\$2,287.50
Jodie Grotins	\$300.00	17.9	\$5,370.00
TOTAL FEES		34.2	\$12,823.50

Re: Avoidance Actions

Our File No. 2055557-0160  
Circuit City Contact Daniel W. Ramsey  
McGuireWoods Contact Douglas M. Foley

04/02/09 E-mails regarding preference analysis and  
related issues  
Sarah B. Boehm .30 hours at 450.00 per hour. \$135.00

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<u>Timekeeper</u>	<u>Rate/HR</u>	<u>Hours</u>	<u>Fees</u>
Sarah B. Boehm	\$450.00	0.3	\$135.00
TOTAL FEES		0.3	\$135.00

Re: Vendor Matters

Our File No.	2055557-0170
Circuit City Contact	Daniel W. Ramsey
McGuireWoods Contact	Douglas M. Foley

04/01/09 Analyze issues surrounding TomTom motion for setoff and recoupment and numerous e-mails with opposing counsel and client regarding same and review documents backing up credits and baseline number regarding same  
Douglas M. Foley 3.40 hours at 550.00 per hour. \$1,870.00

04/02/09 Begin review of motions to compel payment of administrative claims by certain service vendors, including Google (.4); e-mails regarding TomTom and proposed stipulation of facts (.4)  
Douglas M. Foley .80 hours at 550.00 per hour. \$440.00

04/03/09 E-mails regarding post-petition payments to vendors, including status of Universal Design (.3); e-mails regarding preparation for TomTom litigation and review of proposed stipulation of facts (.3)  
Douglas M. Foley .60 hours at 550.00 per hour. \$330.00

04/06/09 E-mails with client and opposing counsel regarding status of reconciliation of Tom Tom claim matters and analyze issues regarding same  
Douglas M. Foley .40 hours at 550.00 per hour. \$220.00

04/07/09 Several e-mails and telephone calls with client, co-counsel and opposing counsel regarding possible resolution and development of strategy relating to TomTom and 503(b)(9) claims and 502(d) objections and review spreadsheets on credits and preference analysis (1.6); e-mails regarding analysis of other 503(b)(9) claims (.4); e-mails regarding payment of other admin vendor claims, including AT&T (.2)  
Douglas M. Foley 2.20 hours at 550.00 per hour. \$1,210.00

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04/07/09	Analyze issues and e-mails regarding Alliance and segregation of funds Sarah B. Boehm .30 hours at 450.00 per hour.	\$135.00
04/07/09	Review and analyze orders, pleadings, notices and e-mails regarding Tom Tom and e-mails with debtors' professionals regarding same Daniel F. Blanks .50 hours at 375.00 per hour.	\$187.50
04/08/09	Telephone conference and e-mails with vendors counsel and client, including regarding resolution of escrow issues pertaining to Alliance and further analysis of credits relating to Tom Tom dispute Douglas M. Foley 1.80 hours at 550.00 per hour.	\$990.00
04/08/09	E-mails regarding TomTom stipulation and related issues Sarah B. Boehm .30 hours at 450.00 per hour.	\$135.00
04/09/09	Several telephone conferences and e-mails with client and opposing counsel and committee counsel regarding resolution of motion for relief to setoff and recoup claims by Tom Tom and review and revise stipulation regarding same Douglas M. Foley 1.90 hours at 550.00 per hour.	\$1,045.00
04/09/09	Analyze issues and e-mails regarding TomTom Sarah B. Boehm .20 hours at 450.00 per hour.	\$90.00
04/10/09	E-mails and telephone conferences with UCC counsel, client and debtors' professionals regarding revisions to stipulation regarding TomTom and related issues Douglas M. Foley 1.60 hours at 550.00 per hour.	\$880.00
04/11/09	Review and revised stipulation regarding TomTom setoff and recoupment motion and e-mails with opposing counsel regarding same Douglas M. Foley 1.40 hours at 550.00 per hour.	\$770.00
04/13/09	Continue revisions to TomTom stipulation and e-mails with opposing counsel regarding same (.9); e-mails with opposing counsel and client regarding other unpaid vendor claims and reconciliations (.3) Douglas M. Foley 1.20 hours at 550.00 per hour.	\$660.00

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04/13/09 Telephone conference with chambers regarding  
IBM's objection to intellectual property sale  
motion and related issues and e-mails with  
parties regarding same  
Daniel F. Blanks .80 hours at 375.00 per hour. \$300.00

04/14/09 E-mails regarding unpaid vendor administrative  
claims, including techcraft and other claimants  
with pending motions and review and analyze  
same  
Douglas M. Foley .90 hours at 550.00 per hour. \$495.00

04/15/09 E-mails with TomTom counsel regarding  
submission of stipulation and follow-up  
regarding same (.3); e-mails with counsel for  
other unpaid post-petition vendors regarding  
status of reconciliation and begin review of  
pending administrative claims requests for 4/28  
hearing (.8)  
Douglas M. Foley 1.10 hours at 550.00 per hour. \$605.00

04/16/09 Analyze contract with UDF and e-mails with J.  
Middleton regarding storage fees for fixtures  
Sarah B. Boehm .60 hours at 450.00 per hour. \$270.00

04/17/09 E-mails with post-petition vendors and service  
providers regarding reconciliation of  
post-petition invoices and payment of  
administrative claims and continued review of  
applications for payment of same  
Douglas M. Foley .90 hours at 550.00 per hour. \$495.00

04/20/09 Several e-mails with counsel for trade vendors  
and client regarding reconciliation of amounts  
due pre- and post-petition, 503(b)(9) claims,  
preference exposure, and analyze issues  
regarding same and timing of payment  
Douglas M. Foley 2.30 hours at 550.00 per hour. \$1,265.00

04/21/09 Review pleadings for 4/28 agenda regarding  
requests for payment of administrative claims  
and analyze issues and status regarding same  
Douglas M. Foley 1.80 hours at 550.00 per hour. \$990.00

04/27/09 E-mails regarding unpaid vendor claims and  
reconciliation of same, including Waste  
Management and TomTom  
Douglas M. Foley .30 hours at 550.00 per hour. \$165.00

<u>Timekeeper</u>	<u>Rate/HR</u>	<u>Hours</u>	<u>Fees</u>
Douglas M. Foley	\$550.00	22.6	\$12,430.00
Sarah B. Boehm	\$450.00	1.4	\$630.00

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Daniel F. Blanks	\$375.00	1.3	\$487.50
TOTAL FEES		25.3	\$13,547.50

Re: Real Estate

Our File No.	2055557-0180
Circuit City Contact	Daniel W. Ramsey
McGuireWoods Contact	Douglas M. Foley

04/01/09 E-mails regarding November 2008 stub rent appeals and review proposed form of order regarding staying same at district court level (.4); e-mails and telephone conference with landlord counsel regarding payment of post-petition stub rent for March 2009 and other outstanding landlord issues, including cure (.8)  
Douglas M. Foley 1.20 hours at 550.00 per hour. \$660.00

04/01/09 E-mails regarding status of new district court landlord appeal and stipulation staying it pending Fourth Circuit appeal  
Sarah B. Boehm .20 hours at 450.00 per hour. \$90.00

04/01/09 Telephone call from potential purchaser of industrial property in Ardmore, Oklahoma (.5); telephone with client representative to discuss response to the development authority regarding request for information (.8); revise e-mail response to Development Authority and send to M. Bates at Development Authority (1.2); telephone call from client employees to discuss procedure for property liquidation in Ardmore, Oklahoma (.3)  
Matthew P. Rash 2.80 hours at 315.00 per hour. \$882.00

04/02/09 Ardmore issues, review e-mails and telephone calls regarding debt  
T. Craig Harmon 2.30 hours at 525.00 per hour. \$1,207.50

04/02/09 Analyze stipulation staying district court appeal and e-mails regarding same  
Sarah B. Boehm .30 hours at 450.00 per hour. \$135.00

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04/02/09	Telephone call with representative from the Ardmore Development Authority regarding deed in lieu procedures (.4); send e-mail to client employee regarding title company requirements for deed in lieu (.1)	Matthew P. Rash .50 hours at 315.00 per hour.	\$157.50
04/03/09	Work regarding Ardmore, review and revise e-mail, review documents and Qualitech and other bankruptcy research	T. Craig Harmon 3.10 hours at 525.00 per hour.	\$1,627.50
04/03/09	E-mails regarding abandoning fixtures	Sarah B. Boehm .20 hours at 450.00 per hour.	\$90.00
04/06/09	Telephone call to Stewart Title regarding deed-in-lieu of foreclosure requirements (.6); send e-mail to title company explaining the title structure of the proposed sale (.3); send e-mail to title company regarding title commitment requirements (.1)	Matthew P. Rash 1.00 hours at 315.00 per hour.	\$315.00
04/07/09	Revise district court stipulation regarding staying landlord appeal and e-mails regarding same	Sarah B. Boehm .40 hours at 450.00 per hour.	\$180.00
04/07/09	Respond to e-mail from client employee regarding trustee under Ardmore indenture failing to respond to requests to disburse note payments (.2); send e-mail to indenture trustee regarding sale procedures and requesting release of note payments (.2)	Matthew P. Rash .40 hours at 315.00 per hour.	\$126.00
04/08/09	Calls with client regarding Ardmore (1.3); work regarding title issues (1.4)	T. Craig Harmon 2.70 hours at 525.00 per hour.	\$1,417.50
04/08/09	Telephone conferences and several e-mails with landlord counsel regarding payment of pre-rejection rent and additional rent under leases and review newly filed motions regarding same	Douglas M. Foley .90 hours at 550.00 per hour.	\$495.00



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04/08/09	Draft, revise, finalize and file pleadings regarding destruction of documents and multiple calls and e-mails regarding same (.5); analyze issues and e-mails regarding fixtures (.2) Sarah B. Boehm .70 hours at 450.00 per hour.	\$315.00
04/08/09	Telephone call from legal counsel for trustee under Ardmore, Oklahoma indenture regarding procedure for selling the property and the rent payments being held in trust (.5); review terms of the indenture for possible right by trustee to withhold payments from the note holders secured by the indenture (.5); send e-mail to client representative summarizing conversation with trustee's legal counsel and relevant provisions of the indenture (.3) Matthew P. Rash 1.30 hours at 315.00 per hour.	\$409.50
04/10/09	Work regarding Ardmore transaction documents T. Craig Harmon 1.30 hours at 525.00 per hour.	\$682.50
04/10/09	E-mails with opposing counsel for subtenants and overlandlords regarding resolution of pending objections to lease rejection motions (.3); telephone calls and e-mails with landlord counsel regarding unpaid post-petition rent and taxes (.3) Douglas M. Foley .30 hours at 550.00 per hour.	\$165.00
04/10/09	Telephone call from W. Stucky at Ardmore Development Authority regarding inventory auction (.2); send e-mail to J. Grant at Stewart Title regarding update on the title commitment (.2); telephone call with client representative regarding time line for real estate purchase contract (.1); send e-mail to client employee regarding M&T's position on the holdback of note payments (.4); send e-mail to client employee updating status of title search and send e-mail to W. Stucky regarding potential interested parties in the real estate auction (.1) Matthew P. Rash 1.00 hours at 315.00 per hour.	\$315.00
04/11/09	Virginia Beach Outparcel - review e-mails from D. Miller and Purchaser's counsel Edmund S. Pittman .10 hours at 450.00 per hour.	\$45.00
04/11/09	Baltimore, MD Sale - review e-mail from J. Avallone Edmund S. Pittman .10 hours at 450.00 per hour.	\$45.00

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04/13/09	Sale of Baltimore County, MD - review e-mail from purchaser regarding contract amendment Edmund S. Pittman .10 hours at 450.00 per hour.	\$45.00
04/13/09	Virginia Beach Outparcel Sale - e-mails to and from buyer's counsel Edmund S. Pittman .10 hours at 450.00 per hour.	\$45.00
04/13/09	Telephone call from landlord and e-mails with debtors' professionals regarding same Sarah B. Boehm .20 hours at 450.00 per hour.	\$90.00
04/13/09	E-mails and telephone calls with landlords and debtors' professionals regarding lease issues Daniel F. Blanks .60 hours at 375.00 per hour.	\$225.00
04/14/09	Conference call (1.0); follow-up on Ardmore and OA issues (1.4) T. Craig Harmon 2.40 hours at 525.00 per hour.	\$1,260.00
04/14/09	E-mails regarding potential real estate purchasers Douglas M. Foley .30 hours at 550.00 per hour.	\$165.00
04/14/09	Baltimore County, MD - review e-mails from buyer regarding amendment (.1); e-mails to and from buyer's counsel regarding same (.1); prepare draft amendment (1.6); e-mail to C. Crowe, D. Miller and J. Avallone (.1) Edmund S. Pittman 1.90 hours at 450.00 per hour.	\$855.00
04/14/09	Ardmore - conference call with C. Crowe, D. Miller, M. Rash and C. Harmon Edmund S. Pittman .30 hours at 450.00 per hour.	\$135.00
04/14/09	Telephone call from and e-mail to counsel for landlord regarding interest in bidding on lease Sarah B. Boehm .30 hours at 450.00 per hour.	\$135.00
04/14/09	Conference call with client employees regarding sale of Ardmore, Oklahoma facility (.3); send e-mail to title company regarding status of title commitment (.1); send e-mail to development authority regarding timing of execution of deed and delivery into escrow (.1) Matthew P. Rash .50 hours at 315.00 per hour.	\$157.50

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04/15/09	Several telephone conferences and e-mails with landlord counsel regarding unpaid rent and reconciliation of post-petition and prejection payables, taxes and other reimbursements Douglas M. Foley 1.70 hours at 550.00 per hour.	\$935.00
04/15/09	Sale of Virginia Beach Outparcel - revise contract (1.0); review order for miscellaneous asset sales (.2); e-mail to buyer's counsel (.1) Edmund S. Pittman 1.30 hours at 450.00 per hour.	\$585.00
04/16/09	Work regarding Ardmore (1.9); draft discussions (2.0) T. Craig Harmon 3.90 hours at 525.00 per hour.	\$2,047.50
04/16/09	Handle issues regarding real estate appeal (.3); telephone conference regarding stalking horse contract and sale procedures (.3) Sarah B. Boehm .60 hours at 450.00 per hour.	\$270.00
04/16/09	Ardmore, OK - Review title commitment and vesting deeds (1.5); prepare deed from the Development Authority to Circuit City (1.0); telephone call with Development Authority representative regarding board approval requirements (.5); prepare draft purchase agreement (4.4); telephone call with client employee regarding changes to the purchase agreement (.3) Matthew P. Rash 7.70 hours at 315.00 per hour.	\$2,425.50
04/17/09	Various e-mails with client, broker and ABA regarding title and environmental T. Craig Harmon 2.30 hours at 525.00 per hour.	\$1,207.50
04/17/09	Draft, revise and file motion to sell Store 232 and draft notices and motion to expedite regarding same and e-mails with debtors' professionals regarding same Daniel F. Blanks 1.80 hours at 375.00 per hour.	\$675.00
04/17/09	Respond to e-mail from client representative regarding provisions in the draft stalking horse purchase agreement Matthew P. Rash .30 hours at 315.00 per hour.	\$94.50

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04/19/09	Review, analyze and file motion to sell lease in San Mateo and related relief and e-mails with debtors' professionals regarding same and draft and file notices and orders regarding same	Daniel F. Blanks 1.20 hours at 375.00 per hour.	\$450.00
04/20/09	Baltimore County - e-mails to and from D. Miller regarding amendment (.1); revise amendment (.1); e-mail to buyer's counsel (.1)	Edmund S. Pittman .30 hours at 450.00 per hour.	\$135.00
04/20/09	Telephone conference regarding stalking horse and sale procedures	Sarah B. Boehm .20 hours at 450.00 per hour.	\$90.00
04/20/09	E-mails with debtors' professionals regarding pending appeals regarding stub rent issues and review appeals regarding same (.9); e-mails with parties regarding outstanding lease issues and other issues regarding leases and e-mails with debtors' professionals regarding same (.8); e-mails with debtors' professionals regarding Phoenix property sale and related issues (.7)	Daniel F. Blanks 2.40 hours at 375.00 per hour.	\$900.00
04/20/09	Ardmore, OK - Send e-mail to title company regarding status of draft deed (.1); send e-mail to Ardmore Development Authority regarding status of purchase contract draft, the draft deed and board authorizations (.2); respond to e-mails from buyer's counsel regarding description of the property and number of acres (.1); review comments by buyer's counsel to the purchase and sale agreement (1.0); revise purchase agreement and send comments to client employee (3.0)	Matthew P. Rash 4.40 hours at 315.00 per hour.	\$1,386.00
04/21/09	E-mails with landlord counsel and debtors' professionals regarding status of payment of cure obligations and remaining prorated amounts due to landlords on rejected leases (1.2); e-mails and telephone calls with landlord counsel regarding status of Port Arthur stub rent appeal and stay of same pending Fourth Circuit certification and appeal resolution of similar appeals	Douglas M. Foley 2.10 hours at 550.00 per hour.	\$1,155.00

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04/21/09	Analyze issues and e-mails regarding staying new district court appeal Sarah B. Boehm .20 hours at 450.00 per hour.	\$90.00
04/21/09	Ardmore, OK - Conference call with client employee regarding changes to the purchase agreement (.2); call with buyer's counsel to discuss contract changes (.1); revise purchase agreement (1.0); send e-mail to client employee responding to comments to purchase agreement (.5); send e-mail to buyer's counsel regarding changes to the purchase contract (.2) Matthew P. Rash 2.00 hours at 315.00 per hour.	\$630.00
04/22/09	E-mails with landlord counsel regarding payment of outstanding obligations under leases and review pending motions for 4/28 hearing regarding same Douglas M. Foley .40 hours at 550.00 per hour.	\$220.00
04/22/09	Baltimore, MD - e-mails to and from buyer's counsel (.1); review buyer's counsel's comments to first amendment to contract (.2) Edmund S. Pittman .30 hours at 450.00 per hour.	\$135.00
04/22/09	Ardmore, OK - Telephone call from buyer's counsel regarding draft stalking horse purchase agreement (.5); telephone call with client employee regarding bidding procedures and excluded personal property (.3); telephone call to representatives for the Development Authority (.2); revise purchase agreement (.8); review title issue in connection with possible cloud on title (1.0); conference call with counsel to prospective buyer and client employees (1.0); review bid procedures order and send comments to buyer's counsel (.8); conference call with title company regarding deed-in-lieu and possible cloud on title (.8); prepare quitclaim deed (.6); send summary of note purchase agreement to title company (.6) Matthew P. Rash 6.60 hours at 315.00 per hour.	\$2,079.00
04/23/09	Review documents for sale and auction preparation (.9); work regarding release/title issues (1.0) T. Craig Harmon 1.90 hours at 525.00 per hour.	\$997.50

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04/23/09	E-mails and telephone conferences regarding documentation of sale of distribution center (.2); e-mails and telephone conferences with landlord's counsel regarding final reconciliation of taxes, CAM and additional rent charges (.3); e-mails and conference with opposing counsel and debtors' professionals regarding stipulation relating to stay of district court stub rent appeal (.3) Douglas M. Foley .80 hours at 550.00 per hour.	\$440.00
04/23/09	Sale of Virginia Beach Outparcel - e-mails to and from buyer's counsel and D. Miller Edmund S. Pittman .10 hours at 450.00 per hour.	\$45.00
04/23/09	E-mails regarding staying new district court appeal Sarah B. Boehm .20 hours at 450.00 per hour.	\$90.00
04/23/09	Draft stipulation and order with Port Arthur regarding staying appeal pending outcome of Fourth Circuit and e-mails and telephone conferences with debtors' professionals and counsel for appellants regarding same (1.5); draft, revise and file notices of rejection (.7) Daniel F. Blanks 2.20 hours at 375.00 per hour.	\$825.00
04/23/09	Ardmore, OK - Prepare release of mortgage for execution by the lender (.9); prepare estoppel affidavit for execution by the Development Authority (.7); send e-mail to representatives from lender regarding release of indenture and deed-in-lieu of foreclosure (.2); send e-mail to title company regarding escrow provisions in the purchase agreement (.2); send e-mail to development authority regarding additional deeds to correct cloud on title (.5); telephone call with representatives from the Development Authority to review final deeds and discuss auction procedures (.6); exchange e-mails with client employees regarding status of purchase agreement and deed from the Development Authority (.3); review mortgage for requirements for appointing a new substitute trustee and telephone call with title company and representative for lender regarding the release of mortgage (.4); finalize purchase	

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agreement exhibits and send fully-executed agreement to client representative (.5); send e-mail to title company regarding documentary stamp tax calculation (.3); telephone call with representatives from lender regarding mortgage release and appointment of substitute trustee (.2)

Matthew P. Rash 4.60 hours at 315.00 per hour. \$1,449.00

04/24/09 E-mails regarding unresolved reconciliations with landlords regarding cure claims and prorated march rent and additional rent (.8); e-mails regarding Fourth Circuit denial of direct certification on appeal of stub rent issue and analyze issues regarding same (.4)  
Douglas M. Foley 1.20 hours at 550.00 per hour.

\$660.00

04/24/09 Draft, revise and file motion to sell real property and draft, revise and file motion to limit notice and time regarding same and multiple e-mails and telephone conferences with debtors' professionals regarding same (3.6); review and analyze Fourth Circuit denial of direct appeal and e-mails with debtors' professionals regarding same (.8)  
Daniel F. Blanks 4.40 hours at 375.00 per hour.

\$1,650.00

04/24/09 Ardmore, OK - Research documentary stamp tax provisions and exemptions from tax (.2); send e-mail to client employee regarding deed-in-lieu of foreclosure exemption (.1); telephone call from representatives at M&T bank regarding release of mortgage and funds held in trust (.3); prepare letter directing the release of the property from the lien of the mortgage (.4); review form of agreement to invest funds and changed by buyer's counsel (.4); telephone call from buyer's counsel regarding status of deed from development company (.2); send e-mail to title company regarding executed documents and exemption from documentary stamp tax (.2)  
Matthew P. Rash 1.80 hours at 315.00 per hour.

\$567.00

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04/27/09	Telephone conference and e-mails with landlord's counsel regarding status of stub rent appeals after Fourth Circuit denial of certification and analyze possible consolidation in district court before Judge Hudson and review appellate dockets regarding same	Douglas M. Foley 1.20 hours at 550.00 per hour.	\$660.00
04/27/09	Virginia Beach Outparcel - review comments from buyer's counsel to revised contract (.1); revise contract (.1); e-mails to C. Crowe, D. Miller and buyer's counsel (.1)	Edmund S. Pittman .30 hours at 450.00 per hour.	\$135.00
04/27/09	Baltimore, MD - e-mail from buyer's counsel regarding amendment (.1); e-mails to and from C. Crowe and D. Miller (.1)	Edmund S. Pittman .20 hours at 450.00 per hour.	\$90.00
04/27/09	Ardmore, OK - Prepare register of deeds affidavit regarding transfer tax exemptions (.5); send e-mail to client employee regarding documents requiring signature on behalf of Circuit City (.1); review executed documents from Circuit City and M&T bank (.3); prepare escrow instruction letters directing the title company to record the closing documents and the bank to disburse funds held in escrow (.4)	Matthew P. Rash 1.30 hours at 315.00 per hour.	\$409.50
04/27/09	Meet with debtors' professionals regarding stub rent issue (.2); research district court docket for appeals of stub rent issue and procedural information (.6); meet with D. Foley and D. Blanks to review bankruptcy rules regarding procedural posture after denial of certification to the Circuit Court	Bryan A. Stark 1.20 hours at 295.00 per hour.	\$354.00
04/28/09	Telephone conference and e-mails with landlord counsel regarding status of "stub rent" appeals after Fourth Circuit denial of direct certification and review status of district court appeals and possible consolidation (.4)	Douglas M. Foley .40 hours at 550.00 per hour.	\$220.00



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04/28/09	Virginia Beach Outparcel - e-mails to and from buyer's counsel (.2); revise purchase agreement (.4); conference calls with C. Crowe, D. Miller and T. Maroney (.2)	Edmund S. Pittman .80 hours at 450.00 per hour.	\$360.00
04/28/09	Baltimore, MD - revise amendment to purchase agreement (.7); e-mails to and from C. Crowe and D. Miller (.2); conference calls with C. Crowe, D. Miller and T. Maroney (.2); e-mails to and from buyer's counsel (.2)	Edmund S. Pittman 1.30 hours at 450.00 per hour.	\$585.00
04/28/09	Conference with debtors' professionals regarding charts created on appeal regarding stub rent (.4); review bankruptcy and district court dockets for notices of appeal and other filings related to stub rent (.6)	Bryan A. Stark 1.00 hours at 295.00 per hour.	\$295.00
04/29/09	Review docket reports for bankruptcy appeals in district court and telephone conference with landlord's counsel regarding same, consolidation of appeals and extension of briefing schedule	Douglas M. Foley .80 hours at 550.00 per hour.	\$440.00
04/29/09	Virginia Beach Outparcel - review survey	Edmund S. Pittman .10 hours at 450.00 per hour.	\$45.00
04/29/09	Baltimore, MD - e-mail Phase II proposal to counsel	Edmund S. Pittman .10 hours at 450.00 per hour.	\$45.00
04/29/09	Prepare for and participate in telephone conference regarding appeals regarding stub rent issues (.6); draft proposed stipulation and consent order and e-mails with opposing counsel and debtors' professionals regarding same (.9)	Daniel F. Blanks 1.50 hours at 375.00 per hour.	\$562.50
04/29/09	Ardmore, OK - Telephone call from title company regarding potential third party bidder (.2); review bid procedures and send e-mail to client employee regarding coordinating receipt of bids and escrow funds (.3); telephone call with buyer's counsel regarding bidding procedures	Matthew P. Rash .70 hours at 315.00 per hour.	\$220.50

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04/29/09 Review filings and time lines in preparation  
for telephone conference call regarding stub  
rent appeals (.5); telephone conference call  
regarding stub rent issue with debtors'  
professionals and counsel for appellees (.6)  
Bryan A. Stark 1.10 hours at 295.00 per hour. \$324.50

04/29/09 Research electronic documents (1.2); prepare  
appellee designation binders in multiple  
pending actions (.9)  
Karen B. Cain 2.10 hours at 195.00 per hour. \$409.50

04/30/09 E-mails regarding stub rent appeals at district  
court and review extension order regarding same  
(.4); telephone conference and e-mails with  
prospective bidders and DJM Realty regarding  
Texas properties (.3)  
Douglas M. Foley .70 hours at 550.00 per hour. \$385.00

04/30/09 Virginia Beach Sale - e-mails to and from  
buyer's counsel  
Edmund S. Pittman .10 hours at 450.00 per hour. \$45.00

04/30/09 Baltimore, MD - telephone calls to and from  
buyer's counsel (.2); review letter from  
buyer's counsel and executed amendment (.1);  
e-mail to D. Miller and C. Crowe (.2)  
Edmund S. Pittman .50 hours at 450.00 per hour. \$225.00

04/30/09 Continue draft and revise stipulation and  
agreed order regarding staying appeal and  
telephone conferences with opposing counsel and  
chambers regarding same  
Daniel F. Blanks 1.10 hours at 375.00 per hour. \$412.50

04/30/09 Telephone call with opposing counsel regarding  
appeal of stub rent issue (.2); meet with  
debtors' professionals regarding designation  
for stub rent appeals and preparation of  
binders (.6); draft cover letter and send  
stipulation and agreed order to court extending  
deadlines in appeal (.4); telephone call with  
chambers regarding stipulation (.3)  
Bryan A. Stark 1.50 hours at 295.00 per hour. \$442.50

Timekeeper	Rate/HR	Hours	Fees
Douglas M. Foley	\$550.00	12.0	\$6,600.00
T. Craig Harmon	\$525.00	19.9	\$10,447.50
Edmund S. Pittman	\$450.00	8.0	\$3,600.00
Sarah B. Boehm	\$450.00	3.5	\$1,575.00
Daniel F. Blanks	\$375.00	15.2	\$5,700.00
Matthew P. Rash	\$315.00	36.9	\$11,623.50

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Bryan A. Stark	\$295.00	4.8	\$1,416.00
Karen B. Cain	\$195.00	2.1	\$409.50
TOTAL FEES		102.4	\$41,371.50

Re: Utilities Matters

Our File No.	2055557-0210
Circuit City Contact	Daniel W. Ramsey
McGuireWoods Contact	Douglas M. Foley

04/16/09	Analyze issues regarding amended utility list and e-mails regarding same Sarah B. Boehm .20 hours at 450.00 per hour.	\$90.00
04/16/09	Draft, revise and file utilities exhibit modification and e-mails with debtors' professionals regarding same Daniel F. Blanks .80 hours at 375.00 per hour.	\$300.00
04/22/09	E-mails regarding amended utility order (.2); review facsimile request for payment (.2) Sarah B. Boehm .40 hours at 450.00 per hour.	\$180.00
04/22/09	Review, analyze, revise and file notice regarding utilities and e-mails with debtors' professionals regarding same Daniel F. Blanks .70 hours at 375.00 per hour.	\$262.50
04/28/09	Review faxes regarding demands from utilities for payments from blocked account reserve and e-mails with client and debtors' professionals regarding same Douglas M. Foley .20 hours at 550.00 per hour.	\$110.00
04/29/09	E-mails with utilities and debtors' professionals regarding requests for payment Daniel F. Blanks .40 hours at 375.00 per hour.	\$150.00

Timekeeper	Rate/HR	Hours	Fees
Douglas M. Foley	\$550.00	0.2	\$110.00
Sarah B. Boehm	\$450.00	0.6	\$270.00
Daniel F. Blanks	\$375.00	1.9	\$712.50
TOTAL FEES		2.7	\$1,092.50

Re: Insurance Matters

Our File No.	2055557-0230
Circuit City Contact	Daniel W. Ramsey
McGuireWoods Contact	Douglas M. Foley

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04/06/09 Revise, finalize and file pleadings regarding  
insurance settlement and multiple e-mails  
regarding same  
Sarah B. Boehm .60 hours at 450.00 per hour. \$270.00

04/16/09 E-mails and analyze issue relating to workers  
compensation policies and retrospective charges  
relating to lift stay motions  
Douglas M. Foley .40 hours at 550.00 per hour. \$220.00

04/24/09 E-mails with parties regarding multiple  
insurance related issues and review material  
regarding same  
Daniel F. Blanks .60 hours at 375.00 per hour. \$225.00

04/27/09 E-mails regarding Old Republic coverage issues  
and protocol for workers compensation claims  
and analyze issues regarding same  
Douglas M. Foley .30 hours at 550.00 per hour. \$165.00

04/27/09 E-mails with in-house parties and counsel for  
Old Republic regarding multiple issues  
regarding insurance coverage and workers'  
compensation and related issues  
Daniel F. Blanks 1.10 hours at 375.00 per hour. \$412.50

04/29/09 Analyze issues relating to workers compensation  
claims, effect of draws on letters of credit  
and possible resolution of relief from stay  
motions  
Douglas M. Foley .20 hours at 550.00 per hour. \$110.00

04/30/09 Research issues regarding workers' compensation  
and related issues and e-mails and telephone  
conference with opposing counsel regarding  
multiple issues regarding same  
Daniel F. Blanks 2.20 hours at 375.00 per hour. \$825.00

04/30/09 Research workers compensation insurance and  
automatic stay  
Erin Q. Ashcroft 2.10 hours at 300.00 per hour. \$630.00

Timekeeper	Rate/HR	Hours	Fees
Douglas M. Foley	\$550.00	0.9	\$495.00
Sarah B. Boehm	\$450.00	0.6	\$270.00
Daniel F. Blanks	\$375.00	3.9	\$1,462.50
Erin Q. Ashcroft	\$300.00	2.1	\$630.00

TOTAL FEES 7.5 \$2,857.50

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Re: Tax Matters

Our File No. 2055557-0240  
Circuit City Contact Daniel W. Ramsey  
McGuireWoods Contact Douglas M. Foley

04/01/09	Prepare for and participate in meetings and conferences with tax department regarding multiple issues and analyze multiple issues regarding same and review and analyze documents, pleadings and other items regarding same	Daniel F. Blanks 3.30 hours at 375.00 per hour.	\$1,237.50
04/03/09	E-mails with tax department regarding new notices	Daniel F. Blanks .40 hours at 375.00 per hour.	\$150.00
04/06/09	E-mails with client and debtors' professionals regarding outstanding responses and issues with respect to pending taxing jurisdictions and claims relating to same	Douglas M. Foley .30 hours at 550.00 per hour.	\$165.00
04/06/09	E-mails and telephone conference with tax department regarding multiple tax issues	Daniel F. Blanks 1.10 hours at 375.00 per hour.	\$412.50
04/07/09	Multiple telephone conferences with debtors' professionals and company parties regarding post-petition licenses and related issues	Daniel F. Blanks .50 hours at 375.00 per hour.	\$187.50
04/08/09	Prepare for and participate in telephone conferences with in-house tax team and multiple e-mails regarding multiple tax issues	Daniel F. Blanks 1.30 hours at 375.00 per hour.	\$487.50
04/09/09	E-mails with debtors' professionals and in-house parties regarding tax issues, licenses and other issues	Daniel F. Blanks 1.10 hours at 375.00 per hour.	\$412.50
04/10/09	Analyze issues with client and debtors' professionals regarding resolution of outstanding tax questions	Douglas M. Foley .30 hours at 550.00 per hour.	\$165.00

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04/15/09	Review tax protests filed with IRS appeals office to respond to IRS Appeal Officer inquiry (.3); review and respond to e-mail with client (tax representative) (.2); analysis on automatic stay applicability to pre-assessment IRS administrative proceeding (1.2) Craig D. Bell 1.70 hours at 530.00 per hour.	\$901.00
04/15/09	Telephone conference with IRS appeals Officer K. Lester regarding 2004, 2005 and 2006 employment tax protest and appeals hearing (.3); draft e-mail to J. McDonald and D. Blanks regarding same and impact of bankruptcy filing on tax matters (.1); receive and review e-mail regarding same from J. McDonald (.1); draft responsive e-mail requesting additional information regarding same (.1) Brian C. Bernhardt .70 hours at 475.00 per hour.	\$332.50
04/15/09	E-mails with in-house tax regarding multiple tax issues and related items and analyze strategies regarding same Daniel F. Blanks 1.60 hours at 375.00 per hour.	\$600.00
04/16/09	Review IRS exam team rebuttal to tax protest on pending IRS appeals matters (.9); analysis of same (2.6); review e-mails from client (.2) Craig D. Bell 3.60 hours at 530.00 per hour.	\$1,908.00
04/16/09	Telephone call with debtors' professionals regarding tax and bankruptcy issues (.1); receive and review IRS rebuttal to client protest (.5); forward same to client (.1) Brian C. Bernhardt .70 hours at 475.00 per hour.	\$332.50
04/17/09	Analysis of stay on proposed tax assessments pending with IRS office of appeals Craig D. Bell 1.80 hours at 530.00 per hour.	\$954.00
04/17/09	Multiple telephone conferences and e-mails with in-house tax department regarding tax issues, business licenses and other items and analyze strategies regarding same Daniel F. Blanks .80 hours at 375.00 per hour.	\$300.00
04/19/09	Multiple e-mails with tax department regarding issues regarding business licenses, audits, powers of attorney and other tax issues Daniel F. Blanks .80 hours at 375.00 per hour.	\$300.00

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04/21/09	Receive and review e-mail from debtors' professionals regarding strategy on employment tax matter (.1); draft letter to IRS regarding status of case vis-v-vis bankruptcy (.4) Brian C. Bernhardt .50 hours at 475.00 per hour.	\$237.50
04/21/09	Telephone conferences and e-mails with tax department regarding tax issues and related items (1.1); e-mails and telephone conferences with in-house tax department and debtors' professionals regarding tax appeal with IRS (.6) Daniel F. Blanks 1.70 hours at 375.00 per hour.	\$637.50
04/22/09	E-mails and analysis regarding status of various tax matters and protocol going forward with respect to affirmative appeals Douglas M. Foley .30 hours at 550.00 per hour.	\$165.00
04/22/09	Telephone conference with tax department and debtors' professionals regarding tax appeals and other items and analyze issues and strategies regarding same Daniel F. Blanks 2.50 hours at 375.00 per hour.	\$937.50
04/23/09	Analyze issues with proceeding with tax appeals and e-mails with client and debtors' professionals regarding same Douglas M. Foley .60 hours at 550.00 per hour.	\$330.00
04/23/09	Multiple telephone conferences and e-mails with tax department regarding tax issues and IRS appeals and related issues Daniel F. Blanks 1.60 hours at 375.00 per hour.	\$600.00
04/24/09	Receive and review e-mail from debtors' professionals regarding strategy on employment tax matter (.1); telephone conference with IRS regarding status of case vis-a-vis bankruptcy (.4) Brian C. Bernhardt .50 hours at 475.00 per hour.	\$237.50
04/24/09	E-mails with counsel regarding resolving tax issues in Texas Daniel F. Blanks .40 hours at 375.00 per hour.	\$150.00
04/29/09	E-mails and conference with debtors' professionals regarding possible resolution, reconciliation and true up of certain tax claims from local taxing jurisdictions Douglas M. Foley .20 hours at 550.00 per hour.	\$110.00

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04/29/09 Prepare for and participate in telephone conference with counsel in Texas regarding payment of Texas tax claims (1.2); e-mails with tax department regarding inquiries from IRS regarding employee issues (.7)  
Daniel F. Blanks 1.90 hours at 375.00 per hour. \$712.50

Timekeeper	Rate/HR	Hours	Fees
Douglas M. Foley	\$550.00	1.7	\$935.00
Craig D. Bell	\$530.00	7.1	\$3,763.00
Brian C. Bernhardt	\$475.00	2.4	\$1,140.00
Daniel F. Blanks	\$375.00	19.0	\$7,125.00
TOTAL FEES		30.2	\$12,963.00

Re: Claims Administration

Our File No. 2055557-0250  
Circuit City Contact Daniel W. Ramsey  
McGuireWoods Contact Douglas M. Foley

04/01/09 E-mails regarding Bethesda claim stipulation and revise and submit same (.3); e-mails with K. Silva regarding administrative expense claims (.2); e-mails regarding late claim response (.3); revise and submit orders regarding Omni 1 (.3); analyze issues regarding AT&T (.4)  
Sarah B. Boehm 1.50 hours at 450.00 per hour. \$675.00

04/01/09 E-mails with debtors' professionals regarding omnibus objections to claims and related issues  
Daniel F. Blanks .70 hours at 375.00 per hour. \$262.50

04/02/09 E-mails with FTI regarding omni claims exhibits and updates to pleadings on duplicates and amends (.4); review updated preference analysis for various claimants asserting 503(b)(9) claims (.4)  
Douglas M. Foley .40 hours at 550.00 per hour. \$220.00

04/02/09 Multiple e-mails regarding omnibus objections to 503(b)(9) claims and analyze issues regarding same (.3); research and analyze issues regarding late claims (1.1)  
Sarah B. Boehm 1.40 hours at 450.00 per hour. \$630.00



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04/02/09	Draft late claim objection and research issues regarding same and review and analyze issues regarding same and e-mails with debtors' professionals regarding same Daniel F. Blanks 1.30 hours at 375.00 per hour.	\$487.50
04/02/09	Telephone call with debtors' professionals regarding objection to late filed claims (.2); research and shepardize cases for objection to late filed claim (.6) Bryan A. Stark .80 hours at 295.00 per hour.	\$236.00
04/03/09	Analyze late claim research and e-mails regarding same (.4); analyze issues and e-mails regarding various administrative expense claims (.4) Sarah B. Boehm .80 hours at 450.00 per hour.	\$360.00
04/03/09	Continue drafting objection to late filed claims motions and research issues regarding same Daniel F. Blanks .90 hours at 375.00 per hour.	\$337.50
04/03/09	Research fourth circuit case law regarding filing of proofs of claim, claims bar dates and excusable neglect pursuant to Pioneer case (3.2); update legal authority section of objections to proof of claim (.3) Bryan A. Stark 3.50 hours at 295.00 per hour.	\$1,032.50
04/06/09	E-mails regarding duplicate 503(b)(9) claim objections (.2); e-mails regarding status of various administrative expense claims (.2) Sarah B. Boehm .40 hours at 450.00 per hour.	\$180.00
04/07/09	E-mails with creditors and debtors' professionals regarding bar dates for administrative claims (.3); e-mails with debtors' professionals regarding status of next round of 503(b)(9) claim objections (.5) Douglas M. Foley .80 hours at 550.00 per hour.	\$440.00
04/07/09	Analyze issues, telephone conference with FTI and e-mails regarding 503(b)(9) claim objections (.8); e-mails regarding administrative claims (.2) Sarah B. Boehm 1.00 hours at 450.00 per hour.	\$450.00

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04/07/09	Telephone conference and e-mails with debtors' professionals regarding objections to 503(b)(9) claims and analyze issues regarding same and initiate draft regarding same Daniel F. Blanks 1.30 hours at 375.00 per hour.	\$487.50
04/08/09	E-mails with debtors' professionals regarding next round of 503(b)(9) claim objections and review exhibits regarding same Douglas M. Foley .40 hours at 550.00 per hour.	\$220.00
04/08/09	Analyze motion to allow late filed claim and multiple calls and e-mails regarding same (.4); analyze issues and multiple calls and e-mails regarding Arise administrative claim (.3) Sarah B. Boehm .70 hours at 450.00 per hour.	\$315.00
04/08/09	Telephone conferences and e-mails with claimants, debtors' professionals and parties in interest regarding objections to 503(b)(9) claims and related issues and draft objections regarding same and review claims regarding same Daniel F. Blanks 1.70 hours at 375.00 per hour.	\$637.50
04/09/09	Multiple calls and e-mails regarding Media Bank claim and draft stipulation regarding same Sarah B. Boehm .90 hours at 450.00 per hour.	\$405.00
04/10/09	E-mails regarding Media Bank claim stipulation Sarah B. Boehm .20 hours at 450.00 per hour.	\$90.00
04/13/09	Analyze and revise administrative expense claim chart and e-mails regarding same (.2); e-mails regarding status of various claim objections (.3) Sarah B. Boehm .50 hours at 450.00 per hour.	\$225.00
04/13/09	Draft response to Chalifoux's motion to allow late claim and related relief and e-mails and telephone conference with in-house counsel and debtors' professionals regarding same and analyze strategies regarding same and research issues regarding same Daniel F. Blanks 1.10 hours at 375.00 per hour.	\$412.50
04/14/09	E-mails regarding status of claim objections to additional duplicate claims and responses to late claim requests and analyze issues regarding same Douglas M. Foley .40 hours at 550.00 per hour.	\$220.00

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04/14/09	Analyze issues and strategy regarding claim objections and multiple e-mails regarding same Sarah B. Boehm .40 hours at 450.00 per hour.	\$180.00
04/15/09	Analyze administrative expense requests and revise chart regarding same (.9); analyze issues regarding 503(b)(9) claim objections and multiple e-mails regarding same (.6); analyze issues regarding second omnibus objection and status of stipulations regarding same (.3) Sarah B. Boehm 1.80 hours at 450.00 per hour.	\$810.00
04/15/09	Draft and revise fourth omnibus objection to 503(b)(9) claims and review and analyze multiple issues regarding same and telephone conferences with debtors' professionals regarding same and review and analyze claims, exhibits and other material regarding same (1.9); telephone conferences with claimants regarding omnibus objections (.5) Daniel F. Blanks 2.40 hours at 375.00 per hour.	\$900.00
04/16/09	E-mails and analysis regarding 503(b)(9) claim objections and opposition to late claim motions and strategy regarding same Douglas M. Foley 1.60 hours at 550.00 per hour.	\$880.00
04/16/09	Analyze and revise objection to duplicate claims and multiple calls and e-mails regarding same and related claims strategy (.3); telephone conference regarding late claim strategy (.5); e-mails regarding resolution of second omnibus claims objection (.2); e-mail to J. Sriro regarding stipulation regarding Media Bank claim (.2) Sarah B. Boehm 1.20 hours at 450.00 per hour.	\$540.00
04/16/09	Telephone conference with company regarding motion to allow late filed claim and review material regarding same and e-mails and telephone conferences with counsel for movant regarding same (2.2); draft and revise fourth omnibus objection and multiple telephone conferences with debtors' professionals regarding same (1.4) Daniel F. Blanks 3.60 hours at 375.00 per hour.	\$1,350.00

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04/17/09	Review and analyze issues and exhibits and pleadings for next round of 503(b)(9) omnibus claim objections and e-mails with debtors' professionals regarding same (.9); review and revise stipulation resolving claim objections to duplicates and amends (.4) Douglas M. Foley 1.30 hours at 550.00 per hour.	\$715.00
04/17/09	Analyze and revise claim objection and notice and multiple calls and e-mails regarding service issues (.6); analyze claims, draft claim stipulation regarding Omni 2 reclassification and e-mail to R. Johnson regarding same (.7); finalize Media Bank stipulation and e-mails with J. Sriro regarding same (.3) Sarah B. Boehm 1.60 hours at 450.00 per hour.	\$720.00
04/17/09	Continue draft, revise and file 503(b)(9) objection and analyze issues regarding same and review and analyze documents, exhibits, notices and other items regarding same and multiple telephone conferences with debtors' professionals regarding same Daniel F. Blanks 2.70 hours at 375.00 per hour.	\$1,012.50
04/20/09	Review and revised draft responses to late claim motions and e-mails with debtors' professionals regarding same (.9); e-mails regarding responses to pending claim objections and drafting next round of claim objections (.4) Douglas M. Foley 1.30 hours at 550.00 per hour.	\$715.00
04/20/09	Analyze issues and e-mails regarding administrative expense claims Sarah B. Boehm .20 hours at 450.00 per hour.	\$90.00
04/20/09	Draft response to M. Chalifoux's motion to file late filed claim and review documents, pleadings, claims and other material regarding same and research issues regarding same (1.8); telephone conference with claims agent and clerk's office regarding docketing and service of fourth omnibus objection (.7) Daniel F. Blanks 2.50 hours at 375.00 per hour.	\$937.50
04/21/09	Draft, revise and file objection to late claim motions and research issues regarding same Daniel F. Blanks 1.60 hours at 375.00 per hour.	\$600.00

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04/22/09	E-mails regarding next round of claim objections and briefing schedule and protocol and e-mails with claimants regarding resolution of various claims for upcoming omni hearings Douglas M. Foley .90 hours at 550.00 per hour.	\$495.00
04/22/09	Review and analyze omnibus objections to claims and e-mails and telephone conferences with debtors' professionals regarding same and draft templates regarding same Daniel F. Blanks 1.30 hours at 375.00 per hour.	\$487.50
04/23/09	Review changes to stipulation regarding expunging late and duplicative claims and e-mails with debtors' professionals regarding same Douglas M. Foley .20 hours at 550.00 per hour.	\$110.00
04/23/09	Telephone conferences and e-mails with debtors' professionals regarding omnibus objections and related issues Daniel F. Blanks .90 hours at 375.00 per hour.	\$337.50
04/24/09	E-mails regarding EDC reply to late claim motion on 503b9 and waiver argument and review same Douglas M. Foley .60 hours at 550.00 per hour.	\$330.00
04/25/09	E-mails regarding amended response to EDC late claim and excusable neglect motion and review and revised same Douglas M. Foley .80 hours at 550.00 per hour.	\$440.00
04/26/09	Draft, revise and file amended objection to motion to file late filed claim and e-mails with debtors' professionals regarding same Daniel F. Blanks .60 hours at 375.00 per hour.	\$225.00
04/27/09	Prepare for contested hearing on EDC late claim and excusable neglect motion and review pleadings regarding same Douglas M. Foley 1.70 hours at 550.00 per hour.	\$935.00

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04/27/09 Multiple e-mails and telephone conferences with parties regarding outstanding post-petition claims and e-mails with debtors' professionals and in-house parties regarding same and strategies (1.5); research issues regarding pending motions for relief to file a late proof of claim and e-mails with claims agent regarding same and review pleadings regarding same (1.4)  
Daniel F. Blanks 2.90 hours at 375.00 per hour. \$1,087.50

04/28/09 E-mails with late claimants regarding removal of certain claims from disallowance exhibits pursuant to agreement as to excusable neglect  
Douglas M. Foley .30 hours at 550.00 per hour. \$165.00

04/29/09 Analyze issues and timing of filing claim objections to 503(b)(9) "not goods" claims and e-mails with debtors' professionals regarding same and status hearing on pending omnibus late claim objections (.3); review response by EDC to late claim objection and e-mails with EDC counsel regarding same and adjournment until plan confirmation time (.3)  
Douglas M. Foley .60 hours at 550.00 per hour. \$330.00

Timekeeper	Rate/HR	Hours	Fees
Douglas M. Foley	\$550.00	11.3	\$6,215.00
Sarah B. Boehm	\$450.00	12.6	\$5,670.00
Daniel F. Blanks	\$375.00	25.5	\$9,562.50
Bryan A. Stark	\$295.00	4.3	\$1,268.50
TOTAL FEES		53.7	\$22,716.00

Re: Employee Benefits/Pensions

Our File No. 2055557-0280  
Circuit City Contact Daniel W. Ramsey  
McGuireWoods Contact Douglas M. Foley

04/08/09 Draft, revise, finalize and file pleadings regarding employee stipend and multiple calls and e-mails regarding same  
Sarah B. Boehm 2.10 hours at 450.00 per hour. \$945.00

04/10/09 Respond via e-mail to inquiry regarding administration of qualified domestic relations order and taxation of payments  
Regina Johnson Elbert .20 hours at 345.00 per hour. \$69.00

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04/22/09 Review power of attorney for D. Williams  
Regina Johnson Elbert .20 hours at 345.00 per hour. \$69.00

04/22/09 Conference with L. Diller and review validity  
of power of attorney (D. Williams)  
Jennifer A. Kosteva .40 hours at 275.00 per hour. \$110.00

04/24/09 Begin analyzing power of attorney documents  
regarding authority to transfer assets to  
living trust and e-mails regarding missing  
power of attorney pages  
Elizabeth A. Diller .30 hours at 275.00 per hour. \$82.50

Timekeeper	Rate/HR	Hours	Fees
Sarah B. Boehm	\$450.00	2.1	\$945.00
Regina Johnson Elbert	\$345.00	0.4	\$138.00
Elizabeth A. Diller	\$275.00	0.3	\$82.50
Jennifer A. Kosteva	\$275.00	0.4	\$110.00
TOTAL FEES		3.2	\$1,275.50

Re: Intellectual Property Matters

Our File No. 2055557-0310  
Circuit City Contact Daniel W. Ramsey  
McGuireWoods Contact Douglas M. Foley

04/01/09 E-mails with Smart & Biggar and Osler, Hoskin &  
Harcourt regarding proposed transfer of files  
for Canadian Trade-mark Application Nos.:  
1,222,654 - CIRCUIT CITY & CIRCLE LOGO Design  
1,222,653 - CIRCUIT CITY & Design 1,220,129 -  
VERGE 1,220,130 - LIQUID VIDEO 1,318,215 -  
VERGE & Design  
Douglas B. Smith .20 hours at 295.00 per hour. \$59.00

04/06/09 Receive and forward quarterly trademark report  
to D. Ramsey  
Douglas B. Smith .20 hours at 295.00 per hour. \$59.00

04/07/09 Conference call with J. Gokey regarding  
required specimens for V (stylized) mark  
Douglas B. Smith .20 hours at 295.00 per hour. \$59.00

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04/07/09	Begin drafting response to office action (.4); review specimens for similar mark accepted for registration (.1); review current specimens for use in Class 20 (.1); discussion with D. Smith regarding issues with response and possible elimination of class (.2) Kymberleigh B. Gokey .80 hours at 160.00 per hour.	\$128.00
04/10/09	Review docket reminder (.1); review status of applications causing suspension of IRIS and Design application (.1); e-mail to D. Smith regarding same (.1) Kymberleigh B. Gokey .30 hours at 160.00 per hour.	\$48.00
04/13/09	Receive and review e-mails from J. Peyton regarding IP schedules for Circuit City asset purchase agreement Douglas B. Smith .30 hours at 295.00 per hour.	\$88.50
04/13/09	E-mail from J. Peyton regarding IP schedule (.1); review part of schedule for accurate information (.2); e-mail to J. Peyton regarding same Kymberleigh B. Gokey .30 hours at 160.00 per hour.	\$48.00
04/14/09	Review IP Schedules and asset purchase agreement provisions relating to assets and e-mail to D. Foley Janet P. Peyton .40 hours at 460.00 per hour.	\$184.00
04/14/09	Continue review of IP schedule and comparison of database (1.1); e-mail to J. Peyton regarding same and inquiry regarding domain names comparison (.1); subsequent discussion and research with J. Peyton regarding suspended marks (.3) Kymberleigh B. Gokey 1.50 hours at 160.00 per hour.	\$240.00
04/15/09	Prepare correspondence to D. Ramsey regarding response to office action due for V (Stylized) Douglas B. Smith .30 hours at 295.00 per hour.	\$88.50
04/17/09	Phone calls with K. Gokey regarding ACUREN in Canada and prepare e-mail to R. Scannell and agent requesting extension of time to file a declaration of use Douglas B. Smith .40 hours at 295.00 per hour.	\$118.00
04/20/09	Receive and review office action for the mark IRIS and forward for docketing Douglas B. Smith .20 hours at 295.00 per hour.	\$59.00



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04/22/09	Check status of circuitcityvisa.com domain name Douglas B. Smith .10 hours at 295.00 per hour.	\$29.50
04/23/09	Receive and review correspondence from agent regarding opposition matters for Circuit City in Canada Douglas B. Smith .20 hours at 295.00 per hour.	\$59.00
04/23/09	Review docket reminder (.1); review file (.1); e-mail to agent requesting status update of application (.2) Kymberleigh B. Gokey .40 hours at 160.00 per hour.	\$64.00
04/23/09	Review file (.2); e-mail to agent requesting status update regarding application (.1) Kymberleigh B. Gokey .30 hours at 160.00 per hour.	\$48.00
04/24/09	E-mail from D. Foley regarding IP matters related to Systemax or Canadian deal (.1); additional e-mail regarding windown list (.1) Janet P. Peyton .20 hours at 460.00 per hour.	\$92.00
04/24/09	Conference call with P. Lapin regarding transfer of Circuit City matters from Smart & Biggar to Osler, Hoskin & Harcourt Douglas B. Smith .20 hours at 295.00 per hour.	\$59.00
04/27/09	E-mails with agent regarding status of CIRCUIT CITY opposition in China Douglas B. Smith .10 hours at 295.00 per hour.	\$29.50
04/27/09	E-mail from agent regarding status of application for the mark CIRCUIT CITY in China (.1); maintain record (.1) Kymberleigh B. Gokey .20 hours at 160.00 per hour.	\$32.00
04/28/09	Review docket reminder (.1); prepare correspondence to client regarding upcoming registration renewal deadline for the mark CIRCUIT CITY in Canada (.2); e-mail to D. Smith regarding same (.1) Kymberleigh B. Gokey .40 hours at 160.00 per hour.	\$64.00
04/29/09	Receive and review notice of publication and advertisement page from Official Gazette (.2); prepare correspondence to client regarding same (.1); maintain record (.1) Kymberleigh B. Gokey .30 hours at 160.00 per hour.	\$48.00

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04/29/09 E-mail from agent in Canada regarding status of  
matter and pending oppositions (.2); note to D.  
Smith regarding same (.1)  
Kymberleigh B. Gokey .30 hours at 160.00 per hour. \$48.00

Timekeeper	Rate/HR	Hours	Fees
Janet P. Peyton	\$460.00	0.6	\$276.00
Douglas B. Smith	\$295.00	2.4	\$708.00
Kymberleigh B. Gokey	\$160.00	4.8	\$768.00
TOTAL FEES			\$1,752.00

Re: Asset Sales

Our File No.	2055557-0321
Circuit City Contact	Daniel W. Ramsey
McGuireWoods Contact	Douglas M. Foley

04/01/09 E-mails regarding status of closing of Canadian  
transaction and US issues regarding same with  
respect to IP assets (.2); telephone conference  
and e-mails with UST regarding CPO order and  
timing of filing motion to approve bid  
procedures to dispose of IP assets (.4)  
Douglas M. Foley .40 hours at 550.00 per hour. \$220.00

04/06/09 Review proposed CPO order and e-mails with UST  
and co-counsel regarding same and timing of  
filing of motion to establish sale procedures  
for IP assets and customer lists  
Douglas M. Foley .40 hours at 550.00 per hour. \$220.00

04/06/09 Analyze issues and e-mails regarding IP sale  
procedures and appointment of consumer  
ombudsman  
Sarah B. Boehm .40 hours at 450.00 per hour. \$180.00

04/08/09 Review, revise and analyze pleadings relating  
to IP sale motion and appointment of CPO and  
e-mails with debtors' professionals regarding  
same (.8); e-mails and telephone calls with  
buyers counsel and debtors' professionals  
regarding status of Canadian sale motion and IP  
issues (.5)  
Douglas M. Foley 1.30 hours at 550.00 per hour. \$715.00

04/08/09 Multiple e-mails regarding IP sale pleadings  
regarding employee stipend and multiple calls  
and e-mails regarding same  
Sarah B. Boehm .40 hours at 450.00 per hour. \$180.00

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04/09/09	Several e-mails with client and UST regarding IP sale motion pleadings and review same (1.4) Douglas M. Foley 1.40 hours at 550.00 per hour.	\$770.00
04/09/09	Draft, revise, finalize and file pleadings regarding IP sale and bid procedures (2.3); e-mails regarding consumer privacy ombudsman (.2) Sarah B. Boehm 2.50 hours at 450.00 per hour.	\$1,125.00
04/10/09	Telephone conferences with Chambers, CPO and UST regarding submission of order appointing CPO relating to IP sale procedures motion and e-mails with debtors' professionals and buyers professionals regarding same (1.3); e-mails with client and debtors' professionals regarding filing miscellaneous asset sales motion (.3) Douglas M. Foley 1.60 hours at 550.00 per hour.	\$880.00
04/10/09	E-mails with debtors' professionals regarding IP sale and revise order regarding same (.8); draft, revise and file pleadings regarding consumer ombudsman and multiple e-mails and telephone conferences regarding same (1.4) Daniel F. Blanks 2.20 hours at 375.00 per hour.	\$825.00
04/13/09	E-mails regarding IP assets sale motion and review exhibits and pleadings and schedules to asset purchase agreement regarding same Douglas M. Foley .90 hours at 550.00 per hour.	\$495.00
04/13/09	Draft, finalize and file notice and schedules regarding IP sale Sarah B. Boehm .50 hours at 450.00 per hour.	\$225.00
04/14/09	E-mails regarding CPO and systemax stalking horse bid and sale procedures Douglas M. Foley .40 hours at 550.00 per hour.	\$220.00
04/14/09	Analyze issues regarding IP schedules and e-mails regarding same Sarah B. Boehm .30 hours at 450.00 per hour.	\$135.00
04/15/09	E-mails with CPO, debtors' professionals and stalking horse professionals regarding information gathering for privacy policy and other data and protocols going forward Douglas M. Foley .40 hours at 550.00 per hour.	\$220.00

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04/16/09	E-mails regarding retention papers for professional on IP assets sale and begin review of same and e-mails regarding CPO documents and information Douglas M. Foley .40 hours at 550.00 per hour.	\$220.00
04/16/09	E-mails to L. Thompson regarding IP bid procedures order entered (.2); revise, finalize and file notice of entry of bid procedures order and sale hearing and multiple calls and e-mails regarding same (1.3) Sarah B. Boehm 1.50 hours at 450.00 per hour.	\$675.00
04/17/09	Review pleadings relating to retention of Streambank and e-mails with debtors' professionals and UST regarding same and redaction of certain information relating to pricing of assets Douglas M. Foley .80 hours at 550.00 per hour.	\$440.00
04/17/09	Analyze issues and multiple e-mails regarding filing sale motion and related pleadings Sarah B. Boehm .40 hours at 450.00 per hour.	\$180.00
04/20/09	Telephone conference and e-mails with counsel for prospective bidder on IP assets relating to Systemax and counsel for Bell Canada on issues relating to licenses as part of IntertAN Canada transaction Douglas M. Foley .90 hours at 550.00 per hour.	\$495.00
04/21/09	E-mail from L. Thompson regarding IP asset sale and handle related matters Sarah B. Boehm .20 hours at 450.00 per hour.	\$90.00
04/22/09	E-mails regarding status of Systemax stalking horse bid and CPO and UST issues Douglas M. Foley .30 hours at 550.00 per hour.	\$165.00
04/23/09	Follow-up e-mails with buyers counsel, debtors' professionals and CPO regarding outstanding issues relating to sale process and CPO report Douglas M. Foley .30 hours at 550.00 per hour.	\$165.00
04/24/09	Review motion to sell real property and e-mails with debtors' professionals regarding same Douglas M. Foley .70 hours at 550.00 per hour.	\$385.00
04/26/09	E-mails regarding communications with prospective buyers for IP assets Douglas M. Foley .30 hours at 550.00 per hour.	\$165.00

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04/27/09 Review revised order on Streambank rention as  
to IP asset sale and e-mails with UST and  
debtors' professionals regarding same  
Douglas M. Foley .40 hours at 550.00 per hour. \$220.00

04/28/09 Voicemails and e-mails regarding possible  
interest in IP assets from competing bidder and  
e-mails with Rothchild regarding same  
Douglas M. Foley .20 hours at 550.00 per hour. \$110.00

04/30/09 Telephone conference with CPO regarding issue  
with data and timing of report and e-mails with  
client and debtors' professionals regarding  
same and Systemax sale process (.4); telephone  
calls and e-mails with counsel for Bell Canada  
regarding overlapping issues with Canadian sale  
(.3)  
Douglas M. Foley .70 hours at 550.00 per hour. \$385.00

Timekeeper	Rate/HR	Hours	Fees
Douglas M. Foley	\$550.00	11.8	\$6,490.00
Sarah B. Boehm	\$450.00	6.2	\$2,790.00
Daniel F. Blanks	\$375.00	2.2	\$825.00
TOTAL FEES		20.2	\$10,105.00

Disbursements and Other Expenses:

Copy Charges	\$347.20
Overnight Express	\$70.00
Pacer Research	\$47.44
Long Distance Telephone Charges	\$76.00
03/13/09 GENESYS CONFERENCING - Conference call hosted by Douglas M. Foley on 03/13/2009	\$135.51
03/13/09 GENESYS CONFERENCING - Conference call hosted by Douglas M. Foley on 03/13/2009	\$12.83
03/26/09 GENESYS CONFERENCING - Conference call hosted by Douglas M. Foley on 03/26/2009	\$7.32
03/30/09 GENESYS CONFERENCING - Conference call hosted by Douglas M. Foley on 03/30/2009	\$45.71
03/31/09 GENESYS CONFERENCING - Conference call hosted by Douglas M. Foley on 03/31/2009	\$28.69
04/02/09 DOUGLAS M. FOLEY - Travel to Circuit City Omnibus Hearing 03/29-03/30/09; room, mileage, parking	\$435.37
04/02/09 J&J COURT TRANSCRIBERS, INC. - Transcript of March 3, 2009 Omnibus hearing	\$175.45
04/02/09 DOUGLAS M. FOLEY - Travel to Richmond for meeting concerning Circuit City 03/25-03/27/09; room, meal, parking	\$176.96

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04/03/09	FedEx Priority Overnight/Int'l Priority to El Segundo, CA - Tracking #: 981737528766	\$17.09
04/03/09	J&J COURT TRANSCRIBERS, INC. - Transcript of March 13, 2009 and March 20, 2009 hearings	\$548.05
04/06/09	DANIEL F. BLANKS - Travel to Richmond for meetings 03/31-04/01/09; room, meals, mileage, parking	\$370.02
04/08/09	FedEx Priority Overnight/Int'l Priority to Henrico, VA - Tracking #: 986584518414	\$7.43
04/10/09	COUNTRYWIDE INVESTIGATIVE AGENCY - Background search on Unical Enterprises including property and assets	\$750.00
04/13/09	AMERICAN EXPRESS - SOU Extension Report for the mark CUSTOM RYDZ (Stylized with design)	\$150.00
04/13/09	AMERICAN EXPRESS - SOU Extension Report for the mark MICROZ	\$150.00
04/13/09	AMERICAN EXPRESS - SOU Extension Report for the mark CIRCUIT CITY HELPING HANDS FUND	\$150.00
04/13/09	AMERICAN EXPRESS - SOU Extension Report for the mark CUSTOM RYDZ	\$150.00
04/13/09	AMERICAN EXPRESS - SOU Extension Report for the mark MICROZ (Stylized w/ design)	\$150.00
04/13/09	RESTAURANTEUR, INC. - Lunch 3/30/09	\$134.87
04/13/09	RESTAURANTEUR, INC. - Breakfast 3/30/09	\$79.92
04/14/09	GENESYS CONFERENCING - Conference call hosted by Douglas M. Foley on 04/14/2009	\$52.85
04/15/09	FedEx Priority Overnight/Int'l Priority to Los Angeles, CA - Tracking #: 981737532655	\$13.99
04/16/09	FedEx Priority Overnight/Int'l Priority to Los Angeles, CA - Tracking #: 986584518425	\$13.99
04/16/09	DOUGLAS M. FOLEY - Travel to Richmond for hearing 04/12-04/13/09; room, meals, mileage, parking	\$502.98
04/16/09	CUSTOM HOUSE GLOBAL FOREIGN EXCHANGE - Foreign currency of 85.00 CAD payable to Smart & Biggar, Debit Note S1519751 dtd. 4/01/2009; Foreign agent fees in connection with the filing of various documents related to the mark VERGE & DESIGN in Canada	\$72.75
04/16/09	DANIEL F. BLANKS - Travel to Richmond for hearing 04/13-04/14/09; room, meals, mileage	\$293.80
04/16/09	CUSTOM HOUSE GLOBAL FOREIGN EXCHANGE - Foreign currency of 215.10 CAD payable to Smart & Biggar, Debit Note S1519747 dtd. 4/01/2009; Foreign agent fees in connection with the filing of various documents related to the mark VERGE in Canada	\$184.08
04/20/09	DANIEL F. BLANKS - Car service to hearing 04/14/09	\$360.00
04/21/09	FedEx Priority Overnight/Int'l Priority to Oklahoma City, OK - Tracking #: 981737534350	\$12.61

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04/21/09	J&J COURT TRANSCRIBERS, INC. - Copy charge for transcription	\$204.45
04/22/09	GENESYS CONFERENCING - Conference call hosted by Matthew P. Rash on 04/22/2009	\$25.27
04/23/09	SARAH B. BOEHM - Round trip van service for hearing 03/30/09	\$360.00
04/23/09	CUSTOM HOUSE GLOBAL FOREIGN EXCHANGE - Foreign currency of 812.00 CAD payable to Smart & Biggar, Debit Note S1455155 dtd. 6/30/2009; Foreign agent fees related to the filing and preparation of documents for various marks for Circuit City in Canada	\$681.67
04/23/09	CUSTOM HOUSE GLOBAL FOREIGN EXCHANGE - Foreign currency of 535.00 CAD payable to Smart & Biggar, Debit Note S1450803 dtd. 6/11/2009; Foreign agent fees related to the filing and preparation of documents for various marks for Circuit City in Canada	\$449.14
04/24/09	RESTAURANTEUR, INC. - Breakfast 4/14/09	\$79.92
04/24/09	RESTAURANTEUR, INC. - Lunch 4/14/09	\$131.54
04/27/09	BIZPORT - LOGISTICS - Delivery from MW Richmond to Circuit City Stores, Inc 4/7/09	\$28.90
04/27/09	BIZPORT - LOGISTICS - Delivery from MW Richmond to US Bankruptcy 3/19/09	\$16.00
04/27/09	FedEx Priority Overnight/Int'l Priority to Buffalo, NY - Tracking #: 981737536499	\$11.63
04/27/09	FedEx Priority Overnight/Int'l Priority to Dallas, TX - Tracking #: 981737536488	\$12.61
04/27/09	BIZPORT - LOGISTICS - Delivery from MW Richmond to US Bankruptcy Court 3/27/09	\$9.50
04/29/09	CUSTOM HOUSE GLOBAL FOREIGN EXCHANGE - Foreign currency of 376.48 CAD payable to Smart & Biggar, Debit Note S1443346 dtd. 5/12/2008; Foreign agent fees in connection with filing and docketing expenses relating to the mark VERGE in Canada	\$323.02
	TOTAL EXPENSES	\$8,056.56

Summary of Fees and Expenses:

Total Fees for all Matters:	\$215,237.00
Total Expenses for all Matters:	<u>\$8,056.56</u>
Total for this Invoice:	<u>\$223,293.56</u>